UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 3)*

HilleVax, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 43157M 102 (CUSIP Number)

Steve R. Bailey 601 Union Street, Suite 3200 Seattle, WA 98101 Telephone: (206) 621-7200 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> September 25, 2023 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	N.7	6.00				
1.	Name of Reporting Persons.					
	Frazi	er Life	e Sciences Public Fund, L.P.			
2. Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) 🗆	(b) 🛛			
3.	SEC U	JSE O	NLY			
4.	Sourc	e of Fi	unds (See Instructions)			
	WC					
5.	Check	t if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.		nshin	or Place of Organization			
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	Delav					
		7.	Sole Voting Power			
Nur	nber of		0 shares			
	hares eficially	8.	Shared Voting Power			
	ned by		1,246,135 shares (1)			
	Lach	9.	Sole Dispositive Power			
	oorting erson					
	Vith:	10	0 shares			
		10.	Shared Dispositive Power			
			1,246,135 shares (1)			
11.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person			
	1 746	125 el	hares (1)			
12.			Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
	-	-				
10						
13.	Percent of Class Represented by Amount in Row (11)					
	2.6% (2)					
14.	Туре	of Rep	orting Person (See Instructions)			
	PN					
	E IN					

(1) Consists of 1,246,135 shares of Common Stock held directly by Frazier Life Sciences Public Fund, L.P. FHMLSP, L.P. is the general partner of Frazier Life Sciences Public Fund, L.P. and FHMLSP, L.L.C. is the general partner of FHMLSP, L.P. Patrick J. Heron, James N. Topper, Albert Cha and James Brush are the members of FHMLSP, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences Public Fund, L.P.

(2) Based on 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023.

1.	Name of Reporting Persons.					
2.	FHMLSP, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)					
2.	(a) \square (b) \boxtimes					
3.	SEC USE ONLY					
4.	Source of Funds (See Instructions)					
5.	AF Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)					
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) of 2(e)					
6.	Citizenship or Place of Organization					
	Delaware					
	7. Sole Voting Power					
Nur	mber of 0 shares					
-	Shares 8. Shared Voting Power					
	eficially vned by 1.246 125 shares (1)					
	Each 1,240,155 Shares (1)					
	9. Sole Dispositive Power					
	Person With- 0 shares					
V	With: 0 shares 10. Shared Dispositive Power					
	1,246,135 shares (1)					
11.	Aggregate Amount Beneficially Owned by Each Reporting Person					
12.	1,246,135 shares (1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
12.	Check if the Aggregate Annount in Now (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	2.6% (2)					
14.	Type of Reporting Person (See Instructions)					
	PN					

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1.	Name of Reporting Persons.					
	FHM	I SD I				
2.		FHMLSP, L.L.C. Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)		b) ⊠			
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3.	SEC U	JSE O	NLY			
4.	Sourc	e of Fi	unds (See Instructions)			
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5.	Check	if Dis	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
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6.	Citize	nship	or Place of Organization			
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		7.	Sole Voting Power			
	nber of	0	0 shares			
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	ned by		1,246,135 shares (1)			
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	erson					
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		10.	Shared Dispositive Power			
			1,246,135 shares (1)			
11.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person			
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12.	Check	if the	Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
13.						
	2.6% (2)					
14.	Type	ot Rep	orting Person (See Instructions)			
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1.	Name	of Re	porting Persons.		
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2	Frazier Life Sciences X, L.P.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠				
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3.	SEC U	ISE O	NI V		
5.	SLC C				
4.	Source	e of Fi	unds (See Instructions)		
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		7.	Sole votilig Power		
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	ned by		8,535,337 shares (1)		
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	Vith:		0 shares		
		10.	Shared Dispositive Power		
11.	Aggro	anto A	8,535,337 shares (1) Amount Beneficially Owned by Each Reporting Person		
11.	Aggre	gate F	Anount Beneficiary Owned by Each Reporting Person		
	8.535.	337 sl	hares (1)		
12.			Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		
13.	Percent of Class Represented by Amount in Row (11)				
	17.6% (2)				
14.	Туре о	of Rep	orting Person (See Instructions)		
	D 17				
	PN				

(1) Consists of 8,535,337 shares of Common Stock held directly by Frazier Life Sciences X, L.P. FHMLS X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P.

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1.	Name of Reporting Persons.						
	FHM	LS X.	L.P.				
2.		Check the Appropriate Box if a Member of a Group (See Instructions)					
		(a) \Box (b) \boxtimes					
3.	SEC U	JSE O	NLY				
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	porting	9.	Sole Dispositive Power				
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		10.	Shared Dispositive Fower				
			8,535,337 shares (1)				
11.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person				
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12.			hares (1) Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
12.							
13.	Percent of Class Represented by Amount in Row (11)						
14	17.6% (2)						
14.	Type	л кер	orting Person (See Instructions)				
	PN	PN					

(1) Consists of 8,535,337 shares of Common Stock held directly by Frazier Life Sciences X, L.P. FHMLS X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P.

(2) Based on 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023.

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1.	Name of Reporting Persons.						
	FHMLS X, L.L.C.						
2.	Check the Appropriate Box if a Member of a Group (See Instructions)						
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3.	SEC U	JSE C	DNLY				
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	Each	-	8,535,337 shares (1)				
	porting	9.	Sole Dispositive Power				
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	Nith:	10.	Shared Dispositive Power				
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			8,535,337 shares (1)				
11.	Aggregate Amount Beneficially Owned by Each Reporting Person						
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12.	8,535,337 shares (1) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
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13.	Percent of Class Represented by Amount in Row (11)						
	17.6% (2)						
14.	Туре	of Rep	porting Person (See Instructions)				
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	00						

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1.	Name	of Re	porting Persons.				
1.	Name of Reporting Leisons.						
	James N. Topper						
2.	Check the Appropriate Box if a Member of a Group (See Instructions)						
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4.	Sourc	e of F	unds (See Instructions)				
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	nber of		0 shares				
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	ned by		0.701.472 - Laura (1)				
	Each	9.	9,781,472 shares (1) Sole Dispositive Power				
	porting	5.					
	erson Vith:		0 shares				
	,	10.	Shared Dispositive Power				
			9,781,472 shares (1)				
11.	Aggregate Amount Beneficially Owned by Each Reporting Person						
10	9,781,472 shares (1)						
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
13.	Percent of Class Represented by Amount in Row (11)						
	20.2% (2)						
14.			oorting Person (See Instructions)				
	IN						

- (1) Consists of (i) 1,246,135 shares of Common Stock held directly by Frazier Life Sciences Public Fund, L.P. and (ii) 8,535,337 shares of Common Stock held directly by Frazier Life Sciences X, L.P. FHMLSP, L.P. is the general partner of Frazier Life Sciences Public Fund, L.P. and FHMLSP, L.L.C. is the general partner of FHMLSP, L.P. Patrick J. Heron, James N. Topper, Albert Cha and James Brush are the members of FHMLSP, L.P. is the general partner of Frazier Life Sciences X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences held by Frazier Life Sciences X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P.
- (2) Based on 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023.

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1.	Name of Reporting Persons.						
	Patrick J. Heron						
2.		Check the Appropriate Box if a Member of a Group (See Instructions)					
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3.	SEC U	JSE C	DNLY				
4.	Sourc	e of F	unds (See Instructions)				
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5.		; if Di	sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
5.	Clietr		sclosure of Legal Proceedings is Required Pursuant to items 2(d) of 2(e)				
6.	Citize	nship	or Place of Organization				
	Unite		tes Citizen				
		7.	Sole Voting Power				
Nur	nber of		25,000 shares (1)				
	hares	8.	Shared Voting Power				
	eficially	0.	Shared Young Fower				
	ned by		9,781,472 shares (2)				
	Each porting	9.	Sole Dispositive Power				
	erson						
	With:		25,000 shares (1)				
		10.	Shared Dispositive Power				
			9,781,472 shares (2)				
11.							
	00	0					
	9,806,472 shares (1) (2)						
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
13.							
	20.2% (3)						
14.	Type	of Rep	porting Person (See Instructions)				
	IN						

(1) Consists of 25,000 shares of Common Stock that are issuable upon the exercise of options held directly by Mr. Heron that are exercisable within 60 days of September 25, 2023.

- (2) Consists of (i) 1,246,135 shares of Common Stock held directly by Frazier Life Sciences Public Fund, L.P. and (ii) 8,535,337 shares of Common Stock held directly by Frazier Life Sciences X, L.P. FHMLSP, L.P. is the general partner of Frazier Life Sciences Public Fund, L.P. and FHMLSP, L.L.C. is the general partner of FHMLSP, L.P. Patrick J. Heron, James N. Topper, Albert Cha and James Brush are the members of FHMLSP, L.P. is the general partner of Frazier Life Sciences X, L.P. FHMLS X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences held by Frazier Life Sciences X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P.
- (3) Based on (i) 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023 and (ii) 25,000 shares of Common Stock that are issuable upon the exercise of options held directly by Mr. Heron that are exercisable within 60 days of September 25, 2023.

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1.	Name of Reporting Persons.						
	Alher	Albert Cha					
2.		Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) 🗆		b) \boxtimes				
3.	SEC U	USE C	DNLY				
4.	Sourc	e of F	unds (See Instructions)				
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6.		nship	or Place of Organization				
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		7.	Sole Voting Power				
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	Each		1,246,135 shares (1)				
	oorting	9.	Sole Dispositive Power				
	erson Vith:		0 shares				
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11.	Agara	unto /	1,246,135 shares (1) Amount Beneficially Owned by Each Reporting Person				
11.	Aggle	gate I	Anount Beneficiary Owned by Eddit Reporting Person				
			hares (1)				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
13.	Percent of Class Represented by Amount in Row (11)						
10.							
	2.6% (2)						
14.	Туре	of Rep	oorting Person (See Instructions)				
	IN						
	11.4						

(1) Consists of 1,246,135 shares of Common Stock held directly by Frazier Life Sciences Public Fund, L.P. FHMLSP, L.P. is the general partner of Frazier Life Sciences Public Fund, L.P. and FHMLSP, L.L.C. is the general partner of FHMLSP, L.P. Patrick J. Heron, James N. Topper, Albert Cha and James Brush are the members of FHMLSP, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences Public Fund, L.P.

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1.	Name of Reporting Persons.						
	James Brush						
2. Check the Appropriate Box if a Member of a Group (See Instructions)							
	(a) 🗆	(b) 🛛				
3.	SEC U	JSE O	NLY				
4.	Sourc	e of Fı	inds (See Instructions)				
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5.	Check	if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
6.		nship	or Place of Organization				
	Unite		es Citizen				
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	nber of		0 shares				
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	ned by		1,246,135 shares (1)				
	lach	9.	Sole Dispositive Power				
	oorting erson		•				
	Vith:	10	0 shares				
		10.	Shared Dispositive Power				
			1,246,135 shares (1)				
11.	Aggre	gate A	mount Beneficially Owned by Each Reporting Person				
	1 746	125 el	nares (1)				
12.			Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
10							
13.	Percent of Class Represented by Amount in Row (11)						
	2.6% (2)						
14.	Туре	of Rep	orting Person (See Instructions)				
	IN						

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(2) Based on 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023.

Item 1. Security and Issuer.

This Amendment No. 3 ("Amendment No. 3") to Schedule 13D amends the statement on Schedule 13D filed on May 6, 2022 (the "Original Schedule 13D"), as amended on September 8, 2022 and May 5, 2023 (the "Prior Amendments", and together with the Original Schedule 13D and this Amendment No. 3, the "Schedule 13D") with respect to the Common Stock of HilleVax, Inc. (the "Issuer"), having its principal executive office at 321 Harrison Avenue, Boston, MA 02118. Except as otherwise specified in Amendment No. 3, all items in the Original Schedule 13D, as amended by the Prior Amendments, are unchanged. All capitalized terms used in this Amendment No. 3 and not otherwise defined herein have the meanings ascribed to such terms in the Original Schedule 13D, as amended by the Prior Amendments.

The Reporting Persons are filing this Amendment No. 3 to report a decrease in the percentage of the class beneficially owned by the Reporting Persons due to an increase in the aggregate number of outstanding securities of the Issuer.

Item 5. Interest in Securities of the Issuer

(a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 (which may be based on the number of securities outstanding as contained in the most recently available filing with the Commission by the issuer unless the filing person has reason to believe such information is not current) beneficially owned (identifying those shares which there is a right to acquire) by each person named in Item 2. The information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group within the meaning of Section 13(d)(3) of the Act:

FLS X is the record owner of FLS X Shares. As the sole general partner of FLS X, FHMLS X, L.P. may be deemed to beneficially own the FLS X Shares. As the sole general partner of FHMLS X, L.P., FHMLS X, L.L.C. may be deemed to beneficially own the FLS X Shares. As members of FHMLS X, L.L.C., Heron and Topper may each be deemed to beneficially own the FLS X Shares.

FLSPF is the record owner of FLSPF Shares. As the sole general partner of FLSPF, FHMLSP, L.P. may be deemed to beneficially own the FLSPF Shares. As the sole general partner of FHMLSP, L.P., FHMLSP, L.L.C. may be deemed to beneficially own the FLSPF Shares. As members of FHMLSP, L.L.C., Heron, Topper, Cha and Brush may each be deemed to beneficially own the FLSPF Shares.

The percentage of outstanding shares of Common Stock of the Issuer, which may be deemed to be beneficially owned by each Reporting Person, is set forth on Line 13 of such Reporting Person's cover sheet. For each Reporting Person other than Heron, such percentage was calculated based on 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023.

Heron's percentage was calculated based on (i) 48,416,931 shares of Common Stock that were anticipated to be outstanding following the Issuer's public offering (including the underwriters' option to purchase an additional 1,200,000 shares of the Issuer's Common Stock in such public offering) as set forth in the Issuer's final prospectus filed with the SEC pursuant to Rule 424(b)(5) on September 20, 2023, and (ii) 25,000 shares of Common Stock that are issuable upon the exercise of options held directly by Mr. Heron that are exercisable within 60 days of September 25, 2023.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 27, 2023

FRAZIER LIFE SCIENCES PUBLIC FUND, L.P.

Date: September 27, 2023	FRAZIER LIFE SCIENCES PUBLIC FUND, L.P. By: FHMLSP, L.P., its General Partner By: FHMLSP, L.L.C., its General Partner By: /s/ Steve R. Bailey Steve R. Bailey, Chief Financial Officer
Date: September 27, 2023	FHMLSP, L.P. By: FHMLSP, L.L.C., its General Partner By: /s/ Steve R. Bailey Steve R. Bailey, Chief Financial Officer
Date: September 27, 2023	FHMLSP, L.L.C. By: /s/ Steve R. Bailey Steve R. Bailey, Chief Financial Officer
Date: September 27, 2023	FRAZIER LIFE SCIENCES X, L.P. By: FHMLS X, L.P., its General Partner By: FHMLS X, L.L.C., its General Partner By: /s/ Steve R. Bailey
Date: September 27, 2023	Steve R. Bailey, Chief Financial Officer FHMLS X, L.P. By: FHMLS X, L.L.C., its General Partner By: /s/ Steve R. Bailey
Date: September 27, 2023	Steve R. Bailey, Chief Financial Officer FHMLS X, L.L.C. By: /s/ Steve R. Bailey Steve R. Bailey, Chief Financial Officer
Date: September 27, 2023	By: * James N. Topper

Date: September 27, 2023	By:	* Patrick J. Heron
Date: September 27, 2023	By:	** Albert Cha
Date: September 27, 2023	By:	** James Brush
Date: September 27, 2023	By:	/s/ Steve R. Bailey Steve R. Bailey, as Attorney-in-Fact
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- * This Agreement was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which was filed with the SEC on March 29, 2016.
- ** This Agreement was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which was filed with the SEC on August 16, 2021.