SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to	Section 16(a)	of the Sec

led pursuant to Section 16(a) of the Securities Exchange Act of 1934	
or Section 30(h) of the Investment Company Act of 1940	

1. Title of Securit	y (Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and		. Amount of ecurities	6. Owners Form: Dire		ature of rect
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(City)	(State)	(Zip)									
(Street) CAMBRIDGE	МА	021	42				x	Form filed by 0 Form filed by N Person		•	
450 KENDAL	L JIKEEI		[4. If Amendment, D	ate of Origina	Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Gr	oup Filing (Check Ap	plicable
C/O MPM CA 450 KENDAL		,		10/07/2021							
(Last)	Last) (First) (Middle)		dle)	3. Date of Earliest T	ransaction (N		Officer (give tit below)	tle	Other (sp below)	pecify	
1. Name and Addr	ess of Reporting Pe ANSBERT	erson*		2. Issuer Name and Teos Therape		• •		tionship of Repo all applicable) Director	orting Perso ${f X}$	n(s) to Iss 10% Owi	

	(Month/Day/Year)	if any (Month/Day/Year)			Code (Instr.			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/07/2021		S ⁽¹⁾		1,922 ⁽²⁾⁽³⁾	D	\$27 ⁽⁴⁾	5,345,915	Ι	See Footnote ⁽⁵⁾
Common Stock	10/08/2021		S ⁽¹⁾		3,400 ⁽⁶⁾	D	\$27.01 ⁽⁷⁾	5,342,515	I	See Footnote ⁽⁸⁾
Common Stock	10/11/2021		S ⁽¹⁾		81,684 ⁽⁹⁾	D	\$27.24 ⁽¹⁰⁾	5,260,831	Ι	See Footnote ⁽¹¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D)	posed D) tr. 3, 4		Expiration Date		Expiration Date (Month/Day/Year)		e and unt of rities rlying ative rity (Instr. 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						

1. Name and Address of Reporting $\operatorname{\mathsf{Person}}^*$

GADICKE ANSBERT

(City)

(Last)	(First)	(Middle)	
C/O MPM CAPI	TAL		
450 KENDALL S	STREET		
(Street)			
CAMBRIDGE	MA	02142	
(City)	(State)	(Zip)	
1. Name and Address			
UBS Oncolog	<u>y Impact Fu</u>	<u>nd L.P.</u>	
(Last)	(First)	(Middle)	
C/O MPM CAPI	TAL		
450 KENDALL	STREET		
Þ			
(Street)			

(State)

(Zip)

1. Name and Address BioImpact Ca	of Reporting Person [*]	
(Last)	(First)	(Middle)
C/O MPM CAPIT	TAL	
450 KENDALL S	STREET	
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
	s of Reporting Person [*] act Fund (Caym	an) <u>Management</u>
(Last)	(First)	(Middle)
C/O MPM CAPIT	TAL	
450 KENDALL S	TREET	
(Street)		001.00
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

Explanation of Responses:

1. Transaction effected pursuant to a plan established pursuant to Rule 10b5-1.

2. The shares were sold as follows: 684 by MPM BioVentures 2014, L.P. ("BV 2014"), 24 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 432 by MPM BioVentures 2018, L.P. ("BV 2018"), 9 by MPM Asset Management Investors BV2018 LLC ("AM BV2018") and 773 by UBS Oncology Impact Fund L.P. ("UBS Oncology"). MPM BioVentures 2014 GP LLC and MPM BioVentures 2014 LLC ("BV 2014 LLC") are the direct and indirect general partners of BV 2014 and BV 2014(B). BV 2014 LLC is the manager of AM BV2014. MPM BioVentures 2018 GP LLC and MPM BioVentures 2018 LLC ("BV 2018 LLC") are the direct and indirect general partners of BV 2018 and BV 2018(B). BV 2018 LLC is the manager of AM BV2018. Ansbert Gadicke is a managing director of BV 2018 LLC.

3. BioImpact Capital LLC ("BioImpact") is the General Partner of Oncology Impact Fund (Cayman) Management L.P., the General Partner of UBS Oncology Impact Fund, L.P. Ansbert Gadicke is a managing partner of BioImpact. Each of the Reporting Persons disclaims beneficial ownership of the securities herein except to the extent of his or its respective pecuniary interest therein, if any.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.95 to \$27.07 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The shares are held as follows: 1,845,606 by BV 2014, 107,713 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 63,523 by AM BV2014, 1,165,645 by BV 2018, 54,213 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)"), 23,004 by AM BV2018 and 2,086,211 by UBS Oncology. Each of the Reporting Persons disclaims beneficial ownership of the securities herein except to the extent of his or its respective pecuniary interest therein, if any.

6. The shares were sold as follows: 1,210 by BV 2014, 42 by AM BV2014, 765 by BV 2018, 15 by AM BV2018 and 1,368 by UBS Oncology.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.97 to \$27.035 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The shares are held as follows: 1,844,396 by BV 2014, 107,713 by BV 2014(B), 63,481 by AM BV2014, 1,164,880 by BV 2018, 54,213 by BV 2018(B), 22,989 by AM BV2018 and 2,084,843 by UBS Oncology. Each of the Reporting Persons disclaims beneficial ownership of the securities herein except to the extent of his or its respective pecuniary interest therein, if any.

9. The shares were sold as follows: 29,081 by BV 2014, 1,001 by AM BV2014, 18,367 by BV 2018, 363 by AM BV2018 and 32,872 by UBS Oncology.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.95 to \$27.53 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

11. The shares are held as follows: 1,815,315 by BV 2014, 107,713 by BV 2014(B), 62,480 by AM BV2014, 1,146,513 by BV 2018, 54,213 by BV 2018(B), 22,626 by AM BV2018 and 2,051,971 by UBS Oncology. Each of the Reporting Persons disclaims beneficial ownership of the securities herein except to the extent of his or its respective pecuniary interest therein, if any.

Remarks:

/s/ Ansbert Gadicke	<u>10/12/2021</u>
<u>/s/ Ansbert Gadicke, managing</u>	
partner of BioImpact Capital	
LLC, the general partner of	
<u>Oncology Impact Fund</u>	<u>10/12/2021</u>
(Cayman) Management L.P.,	
the general partner of UBS	
Oncology Impact Fund L.P	
<u>/s/ Ansbert Gadicke, managing</u>	
partner of BioImpact Capital	<u>10/12/2021</u>
LLC	
/s/ Ansbert Gadicke, managing	
partner of BioImpact Capital	
LLC, the general partner of	<u>10/12/2021</u>
Oncology Impact Fund	

<u>Oncology Impact Fund</u>

(Cayman) Management L.P. ** Signature of Reporting Person Da

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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