SEC Form 4

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FORM 4

OrbiMed Capital GP VII LLC

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB	APF	PRO	VA

OMB Number:	3235-0287
Estimated average bur	rden
hours per response:	0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

		f Reporting Person <u>VISORS LL(</u>										ling Symbol <u>.</u> [KNTE]				Relationship heck all app X Direc	licable) tor	2	X 1	0% Ov	vner	
I	KINGTON	-	(Midc	lle)		Date			t Tra	Insactio	on (Mo	onth/Day/Yea	ır)				Office belov	er (give v)	title		other (s elow)	pecify	
54TH F	LOOR				4.	lf Am	end	ment,	Date	e of Or	iginal	Filed (Month	/Day/	Yea	r)	6.	Individual o	r Joint/0	Group Fili	ng (Ch	ieck Aj	plicable	
(Street) NEW Y	ORK N	Y	1002	22												Lir		filed by	y One Re y More th				
(City)	(S	tate)	(Zip)																				
		Table	e I -	Non-Deriva	ative	e Se	cui	rities	s A	cquir	ed, I	Disposed	of,	or I	Benefi	ici	ally Own	ed					
1. Title of	Security (Ins	str. 3)		2. Transaction Date (Month/Day/Ye		if any	utio: y	ned n Date Day/Yea	[,] ,	3. Transa Code (8)		4. Securities Disposed O 5)				d	5. Amount Securities Beneficially Owned Fol	y	6. Owne Form: D (D) or Indirect	irect (I)	Indire Bene Owne	ficial ership	
										Code	v	Amount	(A) (D)	or	Price		Reported Transaction (Instr. 3 and		(Instr. 4)		(Instr	. 4)	
Commor	n Stock			05/04/202	3					Р		83,459	A	ł	\$2.75	(1)	877,8	27	I		See footi	notes ⁽³⁾⁽⁸⁾	
Commor	1 Stock			05/04/202	3					Р		312,991	A	ł	\$2.75	(1)	4,738,4	453	I		See footi	notes ⁽⁴⁾⁽⁸⁾	
Commor	1 Stock			05/04/202	3					Р		83,459	A	ł	\$2.75	(1)	877,8	27	Ι		See footi	notes ⁽⁵⁾⁽⁸⁾	
Commor	1 Stock			05/05/202	3					Р		490,512	A	ł	\$2.82	(2)	1,368,3	339	I		See footi	notes ⁽³⁾⁽⁸⁾	
Commor	1 Stock			05/05/202	3					Р		490,511	A	1	\$2.82	(2)	1,368,3	338	I		See footi	notes ⁽⁵⁾⁽⁸⁾	
Commor	n Stock																84,599				See footi	See footnotes ⁽⁶⁾⁽⁸⁾	
Commor	1 Stock																450,0	00	I		See foot	notes ⁽⁷⁾⁽⁸⁾	
		Ta	ble	ll - Derivati (e.g., pu														d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Ex if a	. Deemed ecution Date, uny onth/Day/Year)	tion Date, Transaction of Expiration Date Amount of Code (Instr. Derivative (Month/Day/Year) Securities		tr.	r. Derivative deriv Security Security (Instr. 5) Bene Own Follo Repo		urities Form eficially Direc led or Inc owing (I) (In orted saction(s)		ership n: (D) direct nstr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)											
					Cod	le V	,	(A)	(D)	Dat) Exe	te ercisal	Expirati Date	on	Title	Amour or Numbe of Shares	er							
		f Reporting Person <u>VISORS LL(</u>																					
(Last) 601 LE2 54TH F	XINGTON LOOR	(First) AVENUE		(Middle)																			
(Street) NEW Y	ORK	NY		10022																			
(City)		(State)		(Zip)																			
1. Name a	nd Address o	f Reporting Person	*				1																

601 LEXINGTON 54TH FLOOR	(First) N AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Person [*] ital GP VIII LLC	
(Last) 601 LEXINGTON 54TH FLOOR	(First) N AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
OrbiMed Asia		
(Last) 601 LEXINGTON 54TH FLOOR	(First) N AVENUE	(Middle)
(Street) NEW YORK,	NY	10022
(City)	(State)	(Zip)
1. Name and Address OrbiMed Adv (Last)	s of Reporting Person [*] isors IV Ltd (First)	(Middle)
601 LEXINGTON 54TH FLOOR	N AVENUE	
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	s of Reporting Person*	(Zip)
1. Name and Address	s of Reporting Person [*] esis <u>GP LLC</u> (First)	(Zip) (Middle)
1. Name and Address OrbiMed Gene (Last) 601 LEXINGTO	s of Reporting Person [*] esis GP LLC (First) N AVENUE	
1. Name and Address OrbiMed Gene (Last) 601 LEXINGTON 54TH FLOOR (Street)	s of Reporting Person [*] esis GP LLC (First) N AVENUE	(Middle)
1. Name and Address OrbiMed Gene (Last) 601 LEXINGTON 54TH FLOOR (Street) NEW YORK (City)	s of Reporting Person* esis GP LLC (First) N AVENUE NY (State) s of Reporting Person*	(Middle) 10022
1. Name and Address OrbiMed Gene (Last) 601 LEXINGTON 54TH FLOOR (Street) NEW YORK (City) 1. Name and Address	s of Reporting Person* esis GP LLC (First) N AVENUE NY (State) s of Reporting Person* APITAL LLC (First)	(Middle) 10022
1. Name and Address OrbiMed Gene (Last) 601 LEXINGTON 54TH FLOOR (Street) NEW YORK (City) 1. Name and Address ORBIMED CA (Last) 601 LEXINGTON	s of Reporting Person* esis GP LLC (First) N AVENUE NY (State) s of Reporting Person* APITAL LLC (First) N AVENUE	(Middle) 10022 (Zip)

Explanation of Responses:

1. Represents the weighted average purchase price of the shares of common stock purchased, ranging from a low of \$2.75 to a high of \$2.86 per share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares purchased at each separate price.

2. Represents the weighted average purchase price of the shares of common stock purchased, ranging from a low of \$2.80 to a high of \$2.89 per share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares purchased at each separate price.

3. These securities are held of record by OrbiMed Asia Partners IV, L.P. ("OAP IV"). OrbiMed Asia GP IV, L.P. ("Asia GP") is the general partner of OAP IV and OrbiMed Advisors IV Limited ("Advisors IV") is the general partner of Asia GP. OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the advisory company of OAP IV. By virtue of such relationships, Asia GP, Advisors IV, and OrbiMed Advisors may be deemed to have voting power and investment power over the securities held by OAP IV and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership over the securities held by OAP IV.

4. These securities are held of record by OrbiMed Private Investments VII, LP ("OPI VII"). OrbiMed Capital GP VII LLC ("GP VII") is the general partner of OPI VII and OrbiMed Advisors is the managing member of GP VII. By virtue of such relationships, OrbiMed Advisors and GP VII may be deemed to have voting power and investment power over the securities held by OPI VII and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OPI VII.

5. These securities are held of record by OrbiMed Private Investments VIII, LP ("OPI VIII"). OrbiMed Capital GP VIII LLC ("GP VIII") is the general partner of OPI VIII and OrbiMed Advisors is the managing member of GP VIII. By virtue of such relationships, OrbiMed Advisors and GP VIII may be deemed to have voting power and investment power over the securities held by OPI VIII and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OPI VIII.

6. These securities are held of record by OrbiMed Genesis Master Fund, L.P. ("OrbiMed Genesis"). OrbiMed Genesis GP LLC ("Genesis GP") is the general partner of OrbiMed Genesis. OrbiMed Advisors is the managing member of Genesis GP. By virtue of such relationships, OrbiMed Advisors and Genesis GP may be deemed to have voting power and investment power over the securities held by OrbiMed Genesis and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OrbiMed Genesis.

7. These securities are held of record by OrbiMed Partners Master Fund Limited ("OPM"). OrbiMed Capital LLC ("OrbiMed Capital") is the investment advisor to OPM. OrbiMed Capital is a relying advisor of OrbiMed Advisors. OrbiMed Advisors and OrbiMed Capital exercise voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPM.

8. Each of OrbiMed Advisors, Advisors IV, GP VIII, Asia GP, GP VII, OrbiMed Genesis, and OrbiMed Capital disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. OrbiMed Advisors, GP VII, and GP VIII have designated a representative, Carl L. Gordon, a member of OrbiMed Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any such person or entity is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

> /s/ Carl L. Gordon, Member of 05/08/2023 OrbiMed Advisors LLC <u>/s/ Carl L. Gordon, Member of</u> 05/08/2023 OrbiMed Capital GP VII LLC /s/ Carl L. Gordon, Member of OrbiMed Capital GP VIII 05/08/2023 LLC <u>/s/ Carl L. Gordon, Member of</u> 05/08/2023 OrbiMed Asia GP IV, L.P. <u>/s/ Carl L. Gordon, Director of</u> 05/08/2023 OrbiMed Advisors IV Limited /s/ Carl L. Gordon, Member of 05/08/2023 OrbiMed Capital LLC /s/ Carl L. Gordon, Member of 05/08/2023 OrbiMed Genesis GP LLC ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.