

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>Katabi Maha</u>  (Last) (First) (Middle) C/O RAYZEBIO, INC. 5505 MOREHOUSE DRIVE, SUITE 300  (Street) SAN DIEGO CA 92121  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/14/2023	3. Issuer Name and Ticker or Trading Symbol <u>RayzeBio, Inc. [ RYZB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	973,653	(1)	I	By Sofinnova Venture Partners X, L.P. <sup>(2)</sup>
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	973,653	(1)	I	By Sofinnova Venture Partners XI, L.P. <sup>(3)</sup>

**Explanation of Responses:**

1. Each share of Series D Convertible Preferred Stock (the "Preferred Stock") is convertible into shares of Common Stock of the Issuer on a one-for-one basis. Upon the closing of the Issuer's initial public offering, the Preferred Stock will convert into the number of shares of Common Stock of the Issuer shown in column 3. The Preferred Stock has no expiration date.

2. The shares are held by Sofinnova Venture Partners X, L.P. ("SVP X"). Sofinnova Management X, L.P. ("SM X LP"), the general partner of SVP X, may be deemed to have sole voting and dispositive power over these shares, and Sofinnova Management X-A, L.L.C. ("SM X LLC"), the general partner of SM X LP, may be deemed to have sole voting and dispositive power over these shares. Dr. James I. Healy and Dr. Maha Katabi, the managing members of SM X LLC, may be deemed to have shared power to vote and dispose of these shares. Such entities and individuals disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

3. The shares are held by Sofinnova Venture Partners XI, L.P. ("SVP XI"). Sofinnova Management XI, L.P. ("SM XI LP"), the general partner of SVP XI, may be deemed to have sole voting and dispositive power over these shares, and Sofinnova Management XI, L.L.C. ("SM XI LLC"), the general partner of SM XI LP, may be deemed to have sole voting and dispositive power over these shares. Dr. James I. Healy and Dr. Maha Katabi, the managing members of SM XI LLC, may be deemed to have shared power to vote and dispose of these shares. Such entities and individuals disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Jeff Woodley, Attorney-in-fact 09/14/2023

\*\* 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 5 (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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Carlos Ramirez, Terren O'Connor, Michelle L. Hunt and Albert Gelin of Cooley LLP, and Kenneth Song and Jeff Woodley of RayzeBio, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorney-in fact and agent to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC"), a Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith), and file such forms or amendments with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP or another law firm representing the Company, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of September, 2023.

/s/ Maha Katabi, Ph.D.