

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>VIKING GLOBAL INVESTORS LP</u> (Last) (First) (Middle) 600 WASHINGTON BLVD. FLOOR 11 (Street) STAMFORD CT 06901 (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) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 B Convertible Preferred Stock	(1)	(1)	Common Stock	864,509	(1)	I	See Explanation of Responses ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁸⁾
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	494,687	(2)	I	See Explanation of Responses ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁸⁾
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	2,609,392	(3)	I	See Explanation of Responses ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁸⁾
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	1,285,223	(3)	I	See Explanation of Responses ⁽⁴⁾⁽⁵⁾⁽⁷⁾⁽⁸⁾

1. Name and Address of Reporting Person*
VIKING GLOBAL INVESTORS LP

 (Last) (First) (Middle)
 600 WASHINGTON BLVD.
 FLOOR 11

 (Street)
 STAMFORD CT 06901

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Viking Global Opportunities Parent GP LLC

(Last) (First) (Middle)

600 WASHINGTON BLVD.
FLOOR 11

(Street)

STAMFORD CT 06901

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Viking Global Opportunities Drawdown GP LLC](#)

(Last) (First) (Middle)

600 WASHINGTON BLVD.
FLOOR 11

(Street)

STAMFORD CT 06901

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Viking Global Opportunities Drawdown Portfolio GP LLC](#)

(Last) (First) (Middle)

600 WASHINGTON BLVD.
FLOOR 11

(Street)

STAMFORD CT 06901

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Viking Global Opportunities Drawdown \(Aggregator\) LP](#)

(Last) (First) (Middle)

600 WASHINGTON BLVD.
FLOOR 11

(Street)

STAMFORD CT 06901

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HALVORSEN OLE ANDREAS](#)

(Last) (First) (Middle)

600 WASHINGTON BLVD.
FLOOR 11

(Street)

STAMFORD CT 06901

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Ott David C.](#)

(Last)	(First)	(Middle)
600 WASHINGTON BLVD.		
FLOOR 11		
<hr/>		
(Street)		
STAMFORD	CT	06901
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Shabet Rose Sharon

(Last)	(First)	(Middle)
600 WASHINGTON BLVD.		
FLOOR 11		
<hr/>		
(Street)		
STAMFORD	CT	06901
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Series B Convertible Preferred Stock (the "Series B 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 Series B Preferred Stock will convert into the number of shares of Common Stock of the Issuer shown in column 3. The Series B Preferred Stock has no expiration date.
- Each share of Series C Convertible Preferred Stock (the "Series C 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 Series C Preferred Stock will convert into the number of shares of Common Stock of the Issuer shown in column 3. The Series C Preferred Stock has no expiration date.
- Each share of Series D Convertible Preferred Stock (the "Series D 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 Series D Preferred Stock will convert into the number of shares of Common Stock of the Issuer shown in column 3. The Series D Preferred Stock has no expiration date.
- Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), and Viking Global Opportunities Parent GP LLC ("Opportunities Parent"), the sole member of Viking Global Opportunities GP LLC ("Opportunities GP"), the sole member of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"), the general partner of Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund"). Opportunities Parent is also the sole member of Viking Global Opportunities Drawdown GP LLC ("VGOD GP"), the sole member of Viking Global Opportunities Drawdown Portfolio GP LLC ("VGOD Portfolio GP"), the general partner of Viking Global Opportunities Drawdown (Aggregator) LP ("VGOD").
- VGI provides managerial services to various investment funds and vehicles, including Opportunities Fund and VGOD. VGI, Opportunities Parent, Opportunities GP, Opportunities Portfolio GP, Opportunities Fund, VGOD GP, VGOD Portfolio GP, VGOD, Mr. Halvorsen, Mr. Ott and Ms. Shabet are, collectively, the "Reporting Persons". Each of VGI, Opportunities Parent, Mr. Halvorsen, Mr. Ott and Ms. Shabet may be deemed to beneficially own all of the securities reported on this form.
- These securities are held directly by Opportunities Fund. Because of the relationship between Opportunities Portfolio GP, Opportunities GP, Opportunities Parent and Opportunities Fund, each of Opportunities Portfolio GP, Opportunities GP and Opportunities Parent may be deemed to beneficially own the securities held directly by Opportunities Fund.
- These securities are held directly by VGOD. Because of the relationship between VGOD Portfolio GP, VGOD GP, Opportunities Parent and VGOD, each of VGOD Portfolio GP, VGOD GP and Opportunities Parent may be deemed to beneficially own the securities held directly by VGOD.
- The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

Remarks:

(9) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. Because no more than 10 reporting persons can file any one Form 3 through the SEC's EDGAR system, Opportunities GP, Opportunities Portfolio GP and Opportunities Fund have jointly filed with the other Reporting Persons on a separate Form 3 filing submitted on the same day hereof. (10) Scott M. Hendler is signing on behalf of Mr. Halvorsen, Mr. Ott and Ms. Shabet, each individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES PARENT GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES DRAWDOWN GP LLC, VIKING GLOBAL OPPORTUNITIES DRAWDOWN PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES DRAWDOWN (AGGREGATOR) LP, pursuant to authorization and designation letters dated February 9, 2021, which were filed with the Securities and Exchange Commission on June 7, 2021.

/s/ Scott M. Hendler
signing on behalf of O. 09/14/2023
Andreas Halvorsen (9)(10).

/s/ Scott M. Hendler
signing on behalf of David 09/14/2023
C. Ott (9)(10).

/s/ Scott M. Hendler
signing on behalf of Rose 09/14/2023
S. Shabet (9)(10).

** 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.