

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>venBio Global Strategic Fund III, L.P.</u>  (Last) (First) (Middle) 1700 OWENS STREET SUITE 595  (Street) SAN FRANCISCO CA 94158  (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)  <input type="checkbox"/> 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 A Convertible Preferred Stock	(1)	(1)	Common Stock	3,786,957	(1)	D <sup>(4)</sup>	
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	1,123,862	(2)	D <sup>(4)</sup>	
Series C Convertible Preferred Stock	(3)	(3)	Common Stock	247,343	(3)	D <sup>(4)</sup>	

1. Name and Address of Reporting Person\*  
venBio Global Strategic Fund III, L.P.  
 (Last) (First) (Middle)  
 1700 OWENS STREET  
 SUITE 595  
 (Street)  
 SAN FRANCISCO CA 94158  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
VENBIO GLOBAL STRATEGIC GP III, L.P.  
 (Last) (First) (Middle)  
 1700 OWENS STREET

SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VENBIO GLOBAL STRATEGIC GP III, LTD](#)

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Adelman Robert J](#)

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GOODMAN COREY S](#)

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

**Explanation of Responses:**

1. Each share of Series A Convertible Preferred Stock (the "Series A 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 A Preferred Stock will convert into the number of shares of Common Stock of the Issuer shown in column 3. The Series A Preferred Stock has no expiration date.
2. 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.
3. 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-1.14443753806379 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.
4. These securities are held directly by venBio Global Strategic Fund III, L.P., a Cayman Islands partnership ("venBio III"). venBio Global Strategic GP III, L.P., a Cayman Islands partnership ("venBio GP") is the sole general partner of venBio III. venBio Global Strategic GP III, Ltd., a Cayman Islands company ("venBio Ltd") is the sole general partner of venBio GP. Robert Adelman and Corey Goodman, each a citizen of the United States (collectively, the "Directors") are each a director of venBio Ltd and may be deemed to share voting and dispositive power over the securities held directly by venBio III. Each of the Directors, together with venBio Ltd and venBio GP, disclaims beneficial ownership over the securities held directly by venBio III except to the extent of their pecuniary interest therein.

**Remarks:**

Dr. Aaron Royston serves as a member of the Issuer's board of directors and is a director of venBio Ltd. However, Dr. Royston disclaims beneficial ownership over the securities held by venBio III. Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 99.2 to the Schedule 13D filed by the Reporting Persons on February 19, 2021).

[venBio Global Strategic Fund III, L.P., by: venBio](#) [09/14/2023](#)

<u>Global Strategic GP III, L.P., its general partner, by: venBio Global Strategic GP III, Ltd., its general partner, by: /s/ David Pezeshki, as attorney-in-fact</u>	
<u>venBio Global Strategic GP III, L.P., by: venBio Global Strategic GP III, Ltd., its general partner, by: /s/ David Pezeshki as attorney-in-fact</u>	<u>09/14/2023</u>
<u>venBio Global Strategic GP III, Ltd., by: /s/ David Pezeshki, as attorney-in- fact</u>	<u>09/14/2023</u>
<u>Robert Adelman, by: /s/ David Pezeshki, as attorney-in-fact</u>	<u>09/14/2023</u>
<u>Corey Goodman, by: /s/ David Pezeshki, as attorney-in-fact</u>	<u>09/14/2023</u>
** 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.**