

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G  
(Rule 13d-102)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 7)<sup>1</sup>

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Verastem, Inc.

(Name of Issuer)

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Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

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92337C203

(CUSIP Number)

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September 30, 2024

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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1	NAME OF REPORTING PERSON  Biotechnology Value Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  3,056,359 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  3,056,359 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,056,359 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  7.2% (1)	
12	TYPE OF REPORTING PERSON  PN	

(1) Includes 451,917 Shares (as defined below) underlying certain Series A Preferred Stock (as defined below) and 1,760,969 Shares underlying certain Series B Preferred Stock (as defined below).

1	NAME OF REPORTING PERSON  BVF I GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  3,056,359 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  3,056,359 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,056,359 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  7.2% (1)	
12	TYPE OF REPORTING PERSON  OO	

(1) Includes 451,917 Shares underlying certain Series A Preferred Stock and 1,760,969 Shares underlying certain Series B Preferred Stock.

1	NAME OF REPORTING PERSON  Biotechnology Value Fund II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  976,287 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  976,287 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  976,287 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  2.4% (1)	
12	TYPE OF REPORTING PERSON  PN	

(1) Includes 319,083 Shares underlying certain Series A Preferred Stock.

1	NAME OF REPORTING PERSON  BVF II GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  976,287 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  976,287 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  976,287 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  2.4% (1)	
12	TYPE OF REPORTING PERSON  OO	

(1) Includes 319,083 Shares underlying certain Series A Preferred Stock.

1	NAME OF REPORTING PERSON  Biotechnology Value Trading Fund OS LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  170,021 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  170,021 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,021 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Less than 1% (1)	
12	TYPE OF REPORTING PERSON  PN	

(1) Includes 44,583 Shares underlying certain Series A Preferred Stock.

1	NAME OF REPORTING PERSON  BVF Partners OS Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  170,021 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  170,021 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  170,021 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Less than 1% (1)	
12	TYPE OF REPORTING PERSON  CO	

(1) Includes 44,583 Shares underlying certain Series A Preferred Stock.

1	NAME OF REPORTING PERSON  BVF GP Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  4,032,647 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  4,032,647 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,032,647 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.4% (1)	
12	TYPE OF REPORTING PERSON  OO	

(1) Includes 771,000 Shares underlying certain Series A Preferred Stock and 1,760,969 Shares underlying certain Series B Preferred Stock.

1	NAME OF REPORTING PERSON  BVF Partners L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  4,279,521 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  4,279,521 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,279,521 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.99% (1)	
12	TYPE OF REPORTING PERSON  PN, IA	

(1) Includes 833,333 Shares underlying certain Series A Preferred Stock and 1,760,969 Shares underlying certain Series B Preferred Stock.

1	NAME OF REPORTING PERSON  BVF Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  4,279,521 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  4,279,521 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,279,521 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.99% (1)	
12	TYPE OF REPORTING PERSON  CO	

(1) Includes 833,333 Shares underlying certain Series A Preferred Stock and 1,760,969 Shares underlying certain Series B Preferred Stock.

1	NAME OF REPORTING PERSON  Mark N. Lampert	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  4,279,521 (1)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  4,279,521 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,279,521 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.99% (1)	
12	TYPE OF REPORTING PERSON  IN	

(1) Includes 833,333 Shares underlying certain Series A Preferred Stock and 1,760,969 Shares underlying certain Series B Preferred Stock.

**Item 1(a). Name of Issuer:**

Verastem, Inc., a Delaware corporation (the "Issuer").

**Item 1(b). Address of Issuer's Principal Executive Offices:**

117 Kendrick Street, Suite 500  
Needham, MA 02494

**Item 2(a). Name of Person Filing**

**Item 2(b). Address of Principal Business Office or, if None, Residence**

**Item 2(c). Citizenship**

Biotechnology Value Fund, L.P. ("BVF")  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

BVF I GP LLC ("BVF GP")  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

Biotechnology Value Fund II, L.P. ("BVF2")  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

BVF II GP LLC ("BVF2 GP")  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

Biotechnology Value Trading Fund OS LP ("Trading Fund OS")  
PO Box 309 Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands  
Citizenship: Cayman Islands

BVF Partners OS Ltd. ("Partners OS")  
PO Box 309 Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands  
Citizenship: Cayman Islands

BVF GP Holdings LLC ("BVF GPH")  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

BVF Partners L.P. (“Partners”)  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

BVF Inc.  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: Delaware

Mark N. Lampert (“Mr. Lampert”)  
44 Montgomery St., 40th Floor  
San Francisco, California 94104  
Citizenship: United States

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.0001 par value per share (the “Shares”).

**Item 2(e). CUSIP Number:**

92337C203

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- |     |                                     |  |
|-----|-------------------------------------|--|
|     | <input checked="" type="checkbox"/> | Not applicable.  |
| (a) | <input type="checkbox"/>            | Broker or dealer registered under Section 15 of the Exchange Act.  |
| (b) | <input type="checkbox"/>            | Bank as defined in Section 3(a)(6) of the Exchange Act.  |
| (c) | <input type="checkbox"/>            | Insurance company as defined in Section 3(a)(19) of the Exchange Act.  |
| (d) | <input type="checkbox"/>            | Investment company registered under Section 8 of the Investment Company Act.   |
| (e) | <input type="checkbox"/>            | An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).  |
| (f) | <input type="checkbox"/>            | An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).   |
| (g) | <input type="checkbox"/>            | A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).   |
| (h) | <input type="checkbox"/>            | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.   |
| (i) | <input type="checkbox"/>            | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.  |
| (j) | <input type="checkbox"/>            | A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).   |
| (k) | <input type="checkbox"/>            | Group, in accordance with Rule 13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____ |

**Item 4. Ownership:**

## (a) Amount beneficially owned:

As of the close of business on September 30, 2024, the Reporting Persons and a certain Partners managed account (the “Partners Managed Account”) held an aggregate of 1,000,000 shares of Series A Convertible Preferred Stock (the “Series A Preferred Stock”), convertible for an aggregate of 833,333 Shares. A holder of the Series A Preferred Stock shall not have the right to convert any portion of the Series A Preferred Stock held by it to the extent that, after giving effect to such conversion, such holder, together with such holder’s affiliates and any other person whose beneficial ownership of Shares would be aggregated with such holder’s Shares for purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934, as amended, including any “group” of which the holder is a member, would beneficially own a number of Shares in excess of 9.99% of the number of Shares outstanding immediately after giving effect to such conversion (the “Conversion A Limitation”). As of the close of business on September 30, 2024, the Conversion A Limitation does not limit the conversion of any of the Series A Preferred Stock held by the Reporting Persons and the Partners Managed Account.

As of the close of business on September 30, 2024, the Reporting Persons and the Partners Managed Account held an aggregate of 1,200,000 shares of Series B Convertible Preferred Stock (the “Series B Preferred Stock”), convertible for an aggregate of 4,236,570 Shares. A holder of the Series B Preferred Stock shall not have the right to convert any portion of the Series B Preferred Stock held by it to the extent that, after giving effect to such conversion, such holder, together with such holder’s affiliates, would beneficially own a number of Shares in excess of 9.99% of the number of Shares outstanding immediately after giving effect to such conversion (the “Conversion B Limitation”). As of the close of business on September 30, 2024, the Conversion B Limitation limits the conversion of the Series B Preferred Stock held by the Reporting Persons and the Partners Managed Account to 1,760,969 out of the 4,236,570 Shares underlying the Series B Preferred Stock held by them.

As of the close of business on September 30, 2024, the Reporting Persons and the Partners Managed Account held 2,500,000 Pre-funded Warrants (the “Pre-funded Warrants”) exercisable for an aggregate of 2,500,000 Shares. The Pre-funded Warrants are exercisable immediately at an exercise price of \$0.001 per Share and may be exercised at any time until all of the Pre-funded Warrants are exercised in full. A holder of the Pre-funded Warrants will not be entitled to exercise any Pre-funded Warrants that, upon giving effect to such exercise, would cause: (i) the aggregate number of Shares beneficially owned by such holder (together with its affiliates and other attribution parties) to exceed 9.99% of the number of Shares outstanding immediately after giving effect to the exercise; or (ii) the combined voting power of the Issuer’s securities beneficially owned by such holder (together with its affiliates and other attribution parties) to exceed 9.99% of the combined voting power of all of the Issuer’s securities outstanding immediately after giving effect to the exercise (the “Pre-funded Warrants Blocker”). As of the close of business on September 30, 2024, the Pre-funded Warrants Blocker prohibits the exercise of all the Pre-funded Warrants held by the Reporting Persons and the Partners Managed Account.

As of the close of business on September 30, 2024, the Reporting Persons and the Partners Managed Account held 2,500,000 Warrants (the “Warrants”) exercisable for an aggregate of 2,500,000 Shares. The Warrants are exercisable immediately at an exercise price of \$3.50 per Share and may be exercised until 18 months from the date of issuance. A holder of the Warrants will not be entitled to exercise any Warrants that, upon giving effect to such exercise, would cause: (i) the aggregate number of Shares beneficially owned by such holder (together with its affiliates and other attribution parties) to exceed 9.99% of the number of Shares outstanding immediately after giving effect to the exercise; or (ii) the combined voting power of the Issuer’s securities beneficially owned by such holder (together with its affiliates and other attribution parties) to exceed 9.99% of the combined voting power of all of the Issuer’s securities outstanding immediately after giving effect to the exercise (the “Warrants Blocker”). As of the close of business on September 30, 2024, the Warrants Blocker prohibits the exercise of all the Warrants held by the Reporting Persons and the Partners Managed Account.

As of the close of business on September 30, 2024, (i) BVF beneficially owned 3,056,359 Shares, including 451,917 Shares underlying the Series A Preferred Stock held by it and 1,760,969 Shares underlying certain Series B Preferred Stock held by it, and excluding (a) 424,816 Shares underlying certain Series B Preferred Stock held by it, (b) 1,396,290 Shares underlying the Pre-funded Warrants held by it, and (c) 1,396,290 Shares underlying the Warrants held by it, (ii) BVF2 beneficially owned 976,287 Shares, including 319,083 Shares underlying the Series A Preferred Stock held by it and excluding (a) 1,907,456 Shares underlying the Series B Preferred Stock held by it, (b) 933,240 Shares underlying the Pre-funded Warrants held by it, and (c) 933,240 Shares underlying the Warrants held by it, and (iii) Trading Fund OS beneficially owned 170,021 Shares, including 44,583 Shares underlying the Series A Preferred Stock held by it and excluding (a) 132,499 Shares underlying the Series B Preferred Stock held by it, (b) 100,150 Shares underlying the Pre-funded Warrants held by it, and (c) 100,150 Shares underlying the Warrants held by it.

BVF GP, as the general partner of BVF, may be deemed to beneficially own the 3,056,359 Shares beneficially owned by BVF.

BVF2 GP, as the general partner of BVF2, may be deemed to beneficially own the 976,287 Shares beneficially owned by BVF2.

Partners OS, as the general partner of Trading Fund OS, may be deemed to beneficially own the 170,021 Shares beneficially owned by Trading Fund OS.

BVF GPH, as the sole member of each of BVF GP and BVF2 GP, may be deemed to beneficially own the 4,032,647 Shares beneficially owned in the aggregate by BVF and BVF2.

Partners, as the investment manager of BVF, BVF2 and Trading Fund OS, and the sole member of Partners OS, may be deemed to beneficially own the 4,279,521 Shares beneficially owned in the aggregate by BVF, BVF2 and Trading Fund OS and held in the Partners Managed Account, including 76,853 Shares held in the Partners Managed Account, including 17,750 Shares underlying the Series A Preferred Stock held by it and excluding (a) 10,831 Shares underlying the Series B Preferred Stock held by it, (b) 70,320 Shares underlying the Pre-funded Warrants held by it, and (c) 70,320 Shares underlying the Warrants held by it.

BVF Inc., as the general partner of Partners, may be deemed to beneficially own the 4,279,521 Shares beneficially owned by Partners.

Mr. Lampert, as a director and officer of BVF Inc., may be deemed to beneficially own the 4,279,521 Shares beneficially owned by BVF Inc.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any Shares owned by another Reporting Person. BVF GP disclaims beneficial ownership of the Shares beneficially owned by BVF. BVF2 GP disclaims beneficial ownership of the Shares beneficially owned by BVF2. Partners OS disclaims beneficial ownership of the Shares beneficially owned by Trading Fund OS. BVF GPH disclaims beneficial ownership of the Shares beneficially owned by BVF and BVF2. Each of Partners, BVF Inc. and Mr. Lampert disclaims beneficial ownership of the Shares beneficially owned by BVF, BVF2 and Trading Fund OS and held in the Partners Managed Account, and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

(b) **Percent of class:**

The following percentages are based upon a denominator that is the sum of (i) 40,243,745 Shares outstanding, which is the total number of Shares outstanding as of August 7, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2024, (ii) certain or all of the 833,333 Shares underlying the Series A Preferred Stock held by the Reporting Persons and Partners Managed Account, as applicable, and (iii) 1,760,969 Shares underlying certain Series B Preferred Stock held by the Reporting Persons, as applicable.

As of the close of business on September 30, 2024, (i) BVF beneficially owned approximately 7.2% of the outstanding Shares, (ii) BVF2 beneficially owned approximately 2.4% of the outstanding Shares, (iii) Trading Fund OS beneficially owned less than 1% of the outstanding Shares, (iv) BVF GP may be deemed to beneficially own approximately 7.2% of the outstanding Shares, (v) BVF2 GP may be deemed to beneficially own approximately 2.4% of the outstanding Shares, (vi) Partners OS may be deemed to beneficially own less than 1% of the outstanding Shares, (vii) BVF GPH may be deemed to beneficially own approximately 9.4% of the outstanding Shares and (viii) each of Partners, BVF Inc. and Mr. Lampert may be deemed to beneficially own approximately 9.99% of the outstanding Shares (less than 1% of the outstanding Shares are held in the Partners Managed Account).

(c) **Number of shares as to which such person has:**

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

- (ii) Shared power to vote or to direct the vote  
See Cover Pages Items 5-9.
- (iii) Sole power to dispose or to direct the disposition of  
See Cover Pages Items 5-9.
- (iv) Shared power to dispose or to direct the disposition of  
See Cover Pages Items 5-9.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

BVF GP, BVF GPH, Partners, BVF Inc. and Mr. Lampert share voting and dispositive power over the Shares beneficially owned by BVF. BVF GPH, Partners, BVF Inc. and Mr. Lampert share voting and dispositive power over the Shares beneficially owned by BVF2. Partners, BVF Inc. and Mr. Lampert share voting and dispositive power over the Shares beneficially owned by Trading Fund OS and held in the Partners Managed Account.

**Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 99.1 to Amendment No. 1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on February 14, 2020.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certifications.**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2024

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF I GP LLC, its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
Chief Executive Officer

BVF I GP LLC

By: /s/ Mark N. Lampert  
Mark N. Lampert  
Chief Executive Officer

BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF II GP LLC, its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
Chief Executive Officer

BVF II GP LLC

By: /s/ Mark N. Lampert  
Mark N. Lampert  
Chief Executive Officer

BVF PARTNERS OS LTD.

By: BVF Partners L.P., its sole member  
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

BIOTECHNOLOGY VALUE TRADING FUND OS LP

By: BVF Partners L.P., its investment manager  
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

BVF GP HOLDINGS LLC

By: /s/ Mark N. Lampert  
Mark N. Lampert  
Chief Executive Officer

BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

BVF INC.

By: /s/ Mark N. Lampert  
Mark N. Lampert  
President

/s/ Mark N. Lampert  
MARK N. LAMPERT