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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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### **Bolt Biotherapeutics, Inc.**

(Name of Issuer)

Common Stock, \$0.00001 par value  
(Title of Class of Securities)

097702 104  
(CUSIP Number)

**Louis Rambo**  
Proskauer Rose LLP  
1001 Pennsylvania Avenue, NW  
Suite 600 South  
Washington, DC 20004-2533  
(202).416.6878

**Robert Hopfner**  
Pivotal bioVenture Partners Fund I U.G.P.  
501 2nd Street, Suite 200  
San Francisco, CA 94107  
(415) 697-1002

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**February 21, 2021**  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

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\* 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, as amended ("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.	Names of Reporting Persons. Nan Fung Group Holdings Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,058,419
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,058,419
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,058,419	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 8.4%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. NF Investment Holdings Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 3,058,419
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 3,058,419
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,058,419	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 8.4%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. Pivotal bioVenture Partners Fund I, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,891,467
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,891,467
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,891,467	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.2%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. Pivotal bioVenture Partners Fund I G.P., L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,891,467
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,891,467
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,891,467	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.2%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. Pivotal bioVenture Partners Fund I U.G.P. Ltd.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,891,467
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,891,467
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,891,467	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.2%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. Pivotal Partners Ltd	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,891,467
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,891,467
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,891,467	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.2%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. Pivotal Life Sciences Holdings Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,891,467
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,891,467
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,891,467	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.2%	
14.	Type of Reporting Person (See Instructions) CO	



1.	Names of Reporting Persons. Nan Fung Life Sciences Holdings Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,958,419
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,958,419
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,958,419	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 8.1%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. Permwell Management Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 100,000
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 100,000
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 100,000	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 0.3%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. NFLS Beta Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,066,952
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,066,952
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,066,952	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 2.9%	
14.	Type of Reporting Person (See Instructions) CO	

1.	Names of Reporting Persons. NFLS Platform Holdings Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,066,952
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,066,952
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,066,952	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 2.9%	
14.	Type of Reporting Person (See Instructions) CO	

## Explanatory Note

This Schedule 13D/A is being filed as Amendment No. 1 (“Amendment No. 1”) to the Schedule 13D (as amended, the “Schedule 13D”) filed with the Securities and Exchange Commission (the “SEC”) on behalf of Pivotal bioVenture Partners Fund I, L.P. (“Pivotal”), Pivotal bioVenture Partners Fund I G.P., L.P. (“Pivotal GP”) and Pivotal bioVenture Partners Fund I U.G.P., Ltd. (the “Ultimate General Partner”), and as the initial Schedule 13D of the other Reporting Persons (as defined below) on this Amendment No. 1.

### **Item 1. Security and Issuer**

Item 1 of the Schedule 13D is amended and restated as follows:

This Schedule 13D relates to the shares of common stock, \$0.00001 par value per share (“Common Stock”), of Bolt Biotherapeutics, Inc., a corporation incorporated under the laws of the State of Delaware (the “Issuer”), which has its principal executive offices at 900 Chesapeake Drive, Redwood City, California 94063.

### **Item 2. Identity and Background**

Item 2 of the Schedule 13D is amended and restated as follows:

- (a) This Schedule 13D is being filed by each of the following persons (each, a “Reporting Person”):
- (i) Nan Fung Group Holdings Limited (“NFGHL”)
  - (ii) NF Investment Holdings Limited (“NFIHL”)
  - (iii) Nan Fung Life Sciences Holdings Limited (“Nan Fung Life Sciences”)
  - (iv) Pivotal bioVenture Partners Fund I, L.P. (“Pivotal”)
  - (v) Pivotal bioVenture Partners Fund I G.P., L.P. (“Pivotal GP”)
  - (vi) Pivotal bioVenture Partners Fund I U.G.P. Ltd. (the “Ultimate General Partner”)
  - (vii) Pivotal Partners Ltd (“Pivotal Partners”)
  - (viii) Pivotal Life Sciences Holdings Limited (“Pivotal Life Sciences,” and together with Pivotal, Pivotal GP, Ultimate General Partner, and Pivotal Partners, the “Pivotal Entities”)
  - (ix) Permwell Management Limited (“Permwell”)
  - (x) NFLS Beta Limited (“NFLS”)
  - (xi) NFLS Platform Holdings Limited (“NFLS Platform”)

Pivotal GP is the general partner of Pivotal, and Ultimate General Partner is the general partner of Pivotal GP. Ultimate General Partner is wholly-owned by Pivotal Partners. Pivotal Partners is wholly-owned by Pivotal Life Sciences. Pivotal Life Sciences is wholly owned by Nan Fung Life Sciences, and Nan Fung Life Sciences is wholly-owned by NFIHL, which is wholly owned by NFGHL. Permwell is wholly-owned by NFIHL. NFLS is wholly-owned by NFLS Platform, which is wholly-owned by Nan Fung Life Sciences. The members of the Executive Committee of NFGHL make investment decisions with respect to the securities of the Issuer held by Pivotal, Permwell, and NFLS. Mr. Kam Chung Leung, Mr. Frank Kai Shui Seto, Mr. Vincent Sai Sing Cheung, Mr. Pui Kuen Cheung, Mr. Kin Ho Kwok, Ms. Vanessa Tih Lin Cheung, Mr. Meng Gao and Mr. Chun Wai Nelson Tang are the members of the Executive Committee of NFGHL. The agreement among the Reporting Persons to file this Schedule 13D jointly in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, is attached hereto as Exhibit 1.

- (b) The address of the principal business office of each of the Pivotal Entities is 501 Second Street, Suite 200, San Francisco, CA 94107. The principal business address of NFGHL and Permwell is 23rd Floor, Nan Fung Tower, 88 Connaught Road Central and 173 Des Voeux Road Central, Central, Hong Kong. The registered office address of NFIHL is Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands.

- (c) The principal business of Permwell and the Pivotal Entities is to make investments. The principal business of NFLS and NFLS Platform and Nan Fung Life Sciences is investment holding. The principal business of each of NFGHL and NFIHL is investment holding. The principal business of the members of the Executive Committee of NFGHL is to manage and make decisions with respect to such investments.
- (d) During the last five years, none of the Reporting Persons, nor to the Reporting Persons' knowledge, any of the individuals listed in this Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons, nor to the Reporting Persons' knowledge, any of the individuals listed in this Item 2, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree of final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Pivotal is a Cayman Islands exempted limited partnership. Pivotal GP is a Cayman Islands exempted limited partnership. Ultimate General Partner is a Cayman Islands exempted company. Pivotal Partners is a Cayman Islands exempted company. Pivotal Life Sciences is a Cayman Islands exempted company. Nan Fung Life Sciences, NFIHL and NFGHL are incorporated in the British Virgin Islands. Permwell is incorporated in the Cayman Islands. NFLS is incorporated in the British Virgin Islands and NFLS Platform is incorporated in the Cayman Islands. Mr. Kam Chung Leung, Mr. Pui Kuen Cheung, Mr. Kin Ho Kwok, Mr. Meng Gao and Mr. Chun Wai Nelson Tang are citizens of the Hong Kong Special Administrative Region of the People's Republic of China. Mr. Frank Kai Shui Seto is a citizen of Canada. Mr. Vincent Sai Sing Cheung and Ms. Vanessa Tih Lin Cheung are citizens of the United Kingdom.

### Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and restated as follows:

Pivotal acquired 250,000 shares of Common Stock in the Issuer's initial public offering for an aggregate purchase price of \$5,000,000. In 2018 and 2019, Pivotal acquired 1,242,884 shares of the Issuer's Series B Preferred Stock (the "Series B Shares") and warrants to purchase 46,608 shares of Common Stock (the "Warrants"). In June 2020, Pivotal acquired 168,655 shares of the Issuer's Series C-1 Preferred Stock (the "Series C-1 Shares"). In January 2021, Pivotal acquired 183,320 shares of the Issuer's Series C-2 Preferred Stock (the "Series C-2 Shares," and together with the Series B Shares and the Series C-1 Shares, the "Preferred Shares"). The aggregate purchase price of the Preferred Shares and the Warrants was \$13,054,761. The source of the funds used for the purchase of the Common Stock, the Preferred Shares and the Warrants was the working capital of Pivotal. In connection with the closing of the Issuer's initial public offering, the Preferred Shares held by Pivotal automatically converted into shares of Common Stock, and the Warrants were automatically net exercised with an exercise price of \$0.07 per share.

On February 5, 2021, Permwell acquired 100,000 shares of Common Stock for an aggregate purchase price of \$2,000,000. On February 21, 2021, NFLS acquired 1,066,952 shares of Common Stock for an aggregate purchase price of \$8,487,691.86.

### Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended and restated as follows:

The Reporting Persons acquired and beneficially own the shares of Common Stock reported on this Schedule 13D for investment purposes.

Ashish Khanna, Ph.D. is a Venture Partner at Pivotal and is a director of the Issuer.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors, including but not limited to the Issuer's financial position and strategic direction, price levels of its Common Stock, conditions in the securities markets, and general economic and

industry conditions, the Reporting Persons may take actions with respect to their investment in the Issuer. These actions include changing their current investment purpose and/or, from time to time, (i) acquiring or causing affiliates to acquire additional shares of Common Stock in open market transactions, in privately negotiated transactions or through other methods; (ii) disposing or causing affiliates to dispose of some or all of the shares of Common Stock in open market transactions, in privately negotiated transactions or through other methods; or (iii) continuing to hold or causing affiliates to hold the shares of Common Stock (or any derivative thereof). In addition, the Reporting Persons may engage, either directly or indirectly through Dr. Khanna, in discussions with the Issuer's management, members of its board of directors, stockholders and other relevant parties or take other actions concerning the Issuer's operations, capital expenditures, financings, executive compensation practices, capital structure, and the composition of the Issuer's Board of Directors.

Except as indicated herein, no Reporting Person, as a stockholder of the Issuer, has any plans or proposals that relates to or would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D. Each Reporting Person may, at any time and from time to time, review or reconsider its or his position and/or change its or his purpose and/or formulate plans or proposals with respect thereto.

The information in Item 6 of this Schedule 13D is incorporated by reference into this Item 4.

#### **Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is amended and restated as follows:

- (a) The information set forth in rows 11 and 13 of the cover pages to this Schedule 13D is incorporated by reference. The percentage set forth in row 13 is based on 36,338,130 outstanding shares of Common Stock, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on May 13, 2021.  
In addition, Mr. Kam Chung Leung directly owns 173,698 shares of Common Stock.
- (b) The information set forth in rows 7 through 10 of the cover pages to this Schedule 13D is incorporated by reference.
- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No person (other than the Reporting Persons) is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock subject to this Schedule 13D.
- (e) Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is amended and restated as follows:

##### **Lock-up Agreement**

Pursuant to lock-up agreements (each, a "Lock-Up Agreement") signed in connection with the Issuer's initial public offering, Pivotal, certain other stockholders of the Issuer and each director and officer of the Issuer agreed with the representatives of the underwriters in the initial public offering (the "Representatives"), subject to certain exceptions, not to offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to sale of or otherwise dispose of or transfer any shares of Common Stock or any securities convertible into or exercisable or exchangeable for shares of Common Stock, request or demand that the Issuer file a registration statement related to the Common Stock, or enter into any swap or other agreement that transfers to another, in whole or in part, directly or indirectly, the economic consequence of ownership of the Common Stock, for a period ending on the date that is 180 days after the date of the prospectus in connection with the Issuer's initial public offering, except with the prior written consent of the Representatives.

## **Investor Rights Agreement**

On June 26, 2020, the Issuer, Pivotal and certain other parties entered into investors' rights agreement (the "Investor Rights Agreement"). Beginning 180 days after the effectiveness of the Issuer's registration statement filed in connection with its initial public offering, the Investor Rights Agreement provides Pivotal and other parties thereto with certain demand registration rights, including shelf registration rights, in respect of the shares of Common Stock issued to it upon conversion of the Preferred Shares or upon exercise of the Warrants, subject to certain conditions. The stockholders may only require two registration statements on Form S-3 in a 12-month period. In addition, in the event that the Issuer registers additional shares of Common Stock for sale to the public, it will be required to give notice of such registration to Pivotal and certain other parties of its intention to effect such a registration, and, subject to certain limitations, include the shares of Common Stock held by them in such registration. The registration rights will expire, with respect to any particular holder, five years following the Issuer's initial public offering. The Investor Rights Agreement contains customary cross-indemnification provisions, pursuant to which the Issuer is obligated to indemnify Pivotal and other parties in the event of material misstatements or omissions in the registration statement attributable to the Issuer or any violation or alleged violation whether by action or inaction by the Issuer under certain securities laws and Pivotal is obligated to indemnify the Issuer for material misstatements or omissions in the registration statement attributable to it.

The descriptions of the Lock-Up Agreement and the Investor Rights Agreement contained in this Item 6 are qualified in their entirety by reference to the full text of the agreements, which are attached hereto as Exhibit 2 and Exhibit 3, and incorporated by reference herein.

## **Item 7. Material to be Filed as Exhibits**

Item 7 of the Schedule 13D is amended and restated as follows:

- Exhibit 1 Joint Filing Agreement
- Exhibit 2 Investor Rights Agreement, dated as of June 26, 2020 (incorporated by reference to Exhibit 10.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-252136))
- Exhibit 3 Form of Lock-up Agreement (incorporated by reference to Exhibit A to Exhibit 1.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-252136))



## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 13, 2021

### NAN FUNG GROUP HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson  
Name: Tang Chun Wai Nelson  
Title: Director

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

### NF INVESTMENT HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson  
Name: Tang Chun Wai Nelson  
Title: Director

By: /s/ Yuen Yui Wing  
Name: Yuen Yui Wing  
Title: Director

### NAN FUNG LIFE SCIENCES HOLDINGS LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

### PIVOTAL BIOVENTURE PARTNERS FUND I, L.P.

By: PIVOTAL BIOVENTURE  
PARTNERS FUND I G.P., L.P.  
Its General Partner,

By: PIVOTAL BIOVENTURE  
PARTNERS FUND I U.G.P., LTD.  
Its General Partner,

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

PIVOTAL BIOVENTURE PARTNERS  
FUND I G.P., L.P.

By: PIVOTAL BIOVENTURE  
PARTNERS FUND I U.G.P., LTD  
Its General Partner,

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

PIVOTAL BIOVENTURE PARTNERS  
FUND I U.G.P. LTD

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

PIVOTAL PARTNERS LTD

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

PIVOTAL LIFE SCIENCES HOLDINGS LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

PERMWELL MANAGEMENT LIMITED

By: /s/ Tang Chun Wai Nelson  
Name: Tang Chun Wai Nelson  
Title: Director

By: /s/ Yuen Yui Wing  
Name: Yuen Yui Wing  
Title: Director

NFLS BETA LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

NFLS PLATFORM HOLDINGS LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

## JOINT FILING AGREEMENT

The persons below hereby agree that the Schedule 13D to which this agreement is attached as an exhibit, as well as all future amendments to such Schedule 13D, shall be filed jointly on behalf of each of them. This agreement is intended to satisfy the requirements of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934.

Dated: August 13, 2021

## NAN FUNG GROUP HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson  
 Name: Tang Chun Wai Nelson  
 Title: Director

By: /s/ Cheung Vincent Sai Sing  
 Name: Cheung Vincent Sai Sing  
 Title: Director

## NF INVESTMENT HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson  
 Name: Tang Chun Wai Nelson  
 Title: Director

By: /s/ Yuen Yui Wing  
 Name: Yuen Yui Wing  
 Title: Director

## NAN FUNG LIFE SCIENCES HOLDINGS LIMITED

By: /s/ Sun Xintong  
 Name: Sun Xintong  
 Title: Director

PIVOTAL BIOVENTURE PARTNERS  
FUND I, L.P.

By: PIVOTAL BIOVENTURE  
 PARTNERS FUND I G.P., L.P.  
 Its General Partner,

By: PIVOTAL BIOVENTURE PARTNERS FUND I  
 U.G.P., LTD.  
 Its General Partner,

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

PIVOTAL BIOVENTURE PARTNERS  
FUND I G.P., L.P.

By: PIVOTAL BIOVENTURE  
PARTNERS FUND I U.G.P., LTD  
Its General Partner,

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

PIVOTAL BIOVENTURE PARTNERS  
FUND I U.G.P. LTD

By: /s/ Cheung Vincent Sai Sing  
Name: Cheung Vincent Sai Sing  
Title: Director

PIVOTAL PARTNERS LTD

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

PIVOTAL LIFE SCIENCES HOLDINGS LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

PERMWELL MANAGEMENT LIMITED

By: /s/ Tang Chun Wai Nelson  
Name: Tang Chun Wai Nelson  
Title: Director

By: /s/ Yuen Yui Wing  
Name: Yuen Yui Wing  
Title: Director

NFLS BETA LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director

NFLS PLATFORM HOLDINGS LIMITED

By: /s/ Sun Xintong  
Name: Sun Xintong  
Title: Director