## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

## **SCHEDULE 13G/A**

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 1)\*

# Lyra Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)
55234L105 (CUSIP Number)
December 31, 2022 (Date of Event Which Requires Filing of This Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
x Rule 13d-1(c)
□ Rule 13d-1(d)
* 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 the disclosures provided in a prior cover page.
The information required in 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).

**CUSIP No. 55234L105** Page 2 of 17

1.	Name of reporting persons  Venrock Healthcare Capital Partners II, L.P.				
2.					
۷.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) $x^1$ (b) $\square$				
3.	SEC U	ISE O	NLY		
٥.	020		- <del></del>		
4	Citi-	l-:	an Diago of Ourgoniantian		
4.	Citize	nsnıp	or Place of Organization		
	Delaw	are			
		5.	Sole Voting Power		
			0		
_	ber of	6.	Shared Voting Power		
	ares		Shaled voling rower		
	icially				
Own	ed by		3,433,268 <sup>2</sup>		
Ea	ach	7.	Sole Dispositive Power		
Repo	orting		4.5.5		
	son		0		
_	ith:	8.			
		8.	Shared Dispositive Power		
			3,433,268 <sup>2</sup>		
9.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person		
	3,433,268 <sup>2</sup>				
- 10					
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □			Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □		
11.	1. Percent of Class Represented by Amount in Row (9)				
	$9.999\%^{3}$				
12					
12.	Type o	л кер	orting Person (See Instructions)		
	PN				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
- This percentage is calculated based upon (i) 31,827,008 shares of the Issuer's Common Stock outstanding as of November 11, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022, plus (iii) 2,509,098 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

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1.	Name of reporting persons  VHCP Co-Investment Holdings II, LLC			
2.			ppropriate Box if a Member of a Group (See Instructions)	
2.	(a) x <sup>1</sup>			
3.	SEC U			
4.	Citizei	nship	or Place of Organization	
	Delaw	are		
		5.	Sole Voting Power	
Num	ber of		0	
Sha	ares	6.	Shared Voting Power	
	icially ed by		3,433,268 <sup>2</sup>	
-	ich orting	7.	Sole Dispositive Power	
Per	son		0	
Wi	ith:	8.	Shared Dispositive Power	
			3,433,268 <sup>2</sup>	
9.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person	
	$3,433,268^2$			
10				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) $\Box$			
11.	Percent of Class Represented by Amount in Row (9)			
	$9.999\%^3$			
12.	Type c	f Rep	orting Person (See Instructions)	
	00			

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
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1.		Name of reporting persons  Venrock Healthcare Capital Partners III, L.P.			
2.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) $x^1$ (b) $\Box$				
3.	SEC U	JSE O	NLY		
4.	Citize	nship	or Place of Organization		
	Delaw	are			
		5.	Sole Voting Power		
Num	ber of		0		
	ares	6.	Shared Voting Power		
	ficially led by		3,433,268 <sup>2</sup>		
_	ach orting	7.	Sole Dispositive Power		
Person			0		
W	ith:	8.	Shared Dispositive Power		
			3,433,268 <sup>2</sup>		
9.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person		
	3,433,268 <sup>2</sup>				
10.	0. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □				
11.	Percent of Class Represented by Amount in Row (9)				
	$9.999\%^{3}$				
12.	Type o	of Rep	orting Person (See Instructions)		
	PN				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
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**CUSIP No. 55234L105** Page 5 of 17

1.	Name of reporting persons  VHCP Co-Investment Holdings III, LLC				
2.	Check t	he App	ropriate Box if a Member of a Group (See Instructions)		
	(a) $x^1$ (b) $\square$				
3.	SEC US	SE ONI	.Y		
4.	Citizens	ship or l	Place of Organization		
	Delawa	re			
		5.	Sole Voting Power		
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Sh	nares	6.	Shared Voting Power		
	ficially ned by		3,433,268 <sup>2</sup>		
	ach	7.	Sole Dispositive Power		
	orting	7.	Sole Dispositive Fower		
Pe	erson		0		
M	/ith:	8.	Shared Dispositive Power		
			3,433,268 <sup>2</sup>		
9.	Aggrega	ate Am	ount Beneficially Owned by Each Reporting Person		
		2			
	$3,433,268^2$				
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □		ggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			
11.	1. Percent of Class Represented by Amount in Row (9)				
	$9.999\%^{3}$				
12.			ing Person (See Instructions)		
	Type of Aceporang 7 croom (occ monuculand)				
	00				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
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1. Name of reporting persons  Venrock Healthcare Capital Partners EG, L.P.  2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x³ (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0 Shares Beneficially Owned by Each Reporting Person With:  6. Shared Dispositive Power 0 8. Shared Dispositive Power 3.433.268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3.433.268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9.9999%³  12. Type of Reporting Person (See Instructions) PN						
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x¹ (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0 6. Shared Voting Power Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 0 8. Shared Dispositive Power 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	1.					
(a) x¹ (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0 6. Shared Shares Beneficially Owned by Each Reporting Person With:  8. Shared Dispositive Power 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	2					
4. Citizenship or Place of Organization Delaware    Sole Voting Power	2.					
Delaware    Delaware	3.	SEC U	JSE O	NLY		
Number of Shares Beneficially Owned by Each Reporting Person With:  9 Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	4.	Citize	nship	or Place of Organization		
Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)		Delaw	are			
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Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  11. Percent of Class Represented by Amount in Row (9) 9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	Num	ber of				
Owned by Each Reporting Person With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9,999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)				Shared Voting Power		
Reporting Person With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)				3,433,268 <sup>2</sup>		
Person With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	-	_	7.	Sole Dispositive Power		
9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9.999%³  12. Type of Reporting Person (See Instructions)	Per	son		0		
<ul> <li>9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²</li> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9) 9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>	W	ith:	8.	Shared Dispositive Power		
3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)				3,433,268 <sup>2</sup>		
<ul> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>	9.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person		
<ul> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>		2 422 252				
<ul> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%<sup>3</sup></li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>	10					
9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	10.	U.   Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □				
12. Type of Reporting Person (See Instructions)	11.	1. Percent of Class Represented by Amount in Row (9)				
		$9.999\%^3$				
PN	12.	Type o	of Rep	orting Person (See Instructions)		
		PN				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
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**CUSIP No. 55234L105** Page 7 of 17

1. Name of reporting persons VHCP Management II, LLC  2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x² (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware    Number of Shares Beneficially Owned by Each Reporting Person With:   Sole Dispositive Power						
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x <sup>1</sup> (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware    Delaware	1.					
a) x³ (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware    Delaware						
3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware    Sole Voting Power	2.					
4. Citiz=ship or Place of Organization Delavar=    Number of Shares Beneficially Owned by Each Reporting Person   0		(a) x <sup>1</sup>	(b) 🗆			
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Number of Shares Beneficially Owned by Each Reporting Person With:	4.	Citizei	nsnip o	r Place of Organization		
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Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  7. Sole Dispositive Power 0 8. Shared Dispositive Power 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)		Delaw				
Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)			5.	Sole Voting Power		
Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)						
Shares Beneficially Owned by Each Reporting Person With:  8. Shared Dispositive Power 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	Num	bor of		0		
Beneficially Owned by Each Reporting Person With  9. Aggresate Amount Beneficially Owned by Each Reporting Person  3,433,268²  7. Sole Dispositive Power 0  8. Shared Dispositive Power 3,433,268²  9. Aggresate Amount Beneficially Owned by Each Reporting Person  3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	_		6.	Shared Voting Power		
Owned by Each Reporting Person With:    Sole Dispositive Power   0						
Each Reporting Person With:  8. Shared Dispositive Power  3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9)  9,999%³  12. Type of Reporting Person (See Instructions)				2 422 2602		
Reporting Person With:  8. Shared Dispositive Power 3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)						
Person With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	-	-	7.	Sole Dispositive Power		
With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)						
9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)				0		
9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9.999%³  12. Type of Reporting Person (See Instructions)	W	ith:	8.	Shared Dispositive Power		
<ul> <li>9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²</li> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9) 9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>				•		
<ul> <li>9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²</li> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9) 9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>				3.433.268 <sup>2</sup>		
3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)		Δ	A			
<ul> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>	9.	Aggre	gate Ar	nount Beneficially Owned by Each Reporting Person		
<ul> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>						
<ul> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%<sup>3</sup></li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>		3,433,268 <sup>2</sup>				
9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □			Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) $\square$		
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9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	11.	11. Percent of Class Represented by Amount in Row (9)				
12. Type of Reporting Person (See Instructions)		1				
12. Type of Reporting Person (See Instructions)		0.0000/3				
	10					
00	12.	Type o	от керо	rung Person (See Instructions)		
100						
		UU				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
- This percentage is calculated based upon (i) 31,827,008 shares of the Issuer's Common Stock outstanding as of November 11, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022, plus (iii) 2,509,098 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

**CUSIP No. 55234L105** Page 8 of 17

1. Name of reporting persons  VHCP Management III, LLC  2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x¹ (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0 Shares Beneficially Owned by Each Reporting Person With:  8. Shared Dispositive Power  3.433,268²  7. Sole Dispositive Power  8. Shared Dispositive Power 3.433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3.433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9.999%³  12. Type of Reporting Person (See Instructions) OO						
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x <sup>1</sup> (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0 Shares Beneficially Owned by Each Reporting Person With:  7. Sole Dispositive Power 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	1.					
(a) x¹ (b) □  3. SEC USE ONLY  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power 0 6. Shared Voting Power 3,433,268² 2. Sole Dispositive Power 0 8. Shared Dispositive Power 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	_					
4. Citizenship or Place of Organization Delaware    Sole Voting Power	2.					
Delaware    Delaware	3.	SEC U	JSE ON	ILY		
Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	4.	Citize	nship o	r Place of Organization		
Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  7. Sole Dispositive Power  8. Shared Dispositive Power 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)		Delaw	are			
Number of Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)		5. Sole Voting Power				
Shares Beneficially Owned by Each Reporting Person With:  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999%³  12. Type of Reporting Person (See Instructions)	Num	her of		0		
Owned by Each Reporting Person With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9,999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	Sha	ares		Shared Voting Power		
Reporting Person With:  8. Shared Dispositive Power 3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9) 9,999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)				3,433,268 <sup>2</sup>		
Person With:  8. Shared Dispositive Power  3,433,268 <sup>2</sup> 9. Aggregate Amount Beneficially Owned by Each Reporting Person  3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	-	_	7.	Sole Dispositive Power		
9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9) 9.999%³  12. Type of Reporting Person (See Instructions)				0		
<ul> <li>9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,433,268²</li> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9) 9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>	W	ith:	8.	Shared Dispositive Power		
3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)				3,433,268 <sup>2</sup>		
3,433,268 <sup>2</sup> 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □  11. Percent of Class Represented by Amount in Row (9)  9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	9.	Aggre	gate Ar	nount Beneficially Owned by Each Reporting Person		
<ul> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%³</li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>						
<ul> <li>11. Percent of Class Represented by Amount in Row (9)</li> <li>9.999%<sup>3</sup></li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>		3,433,	268 <sup>2</sup>			
9.999% <sup>3</sup> 12. Type of Reporting Person (See Instructions)	10.	Check	if the A	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □		
12. Type of Reporting Person (See Instructions)	11.	Percer	nt of Cl	ass Represented by Amount in Row (9)		
		$9.999\%^{3}$				
00	12.	Type o	of Repo	rting Person (See Instructions)		
		00				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("*Warrants*") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
- 3 This percentage is calculated based upon (i) 31,827,008 shares of the Issuer's Common Stock outstanding as of November 11, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022, plus (iii) 2,509,098 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

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1.	Name of reporting persons  VHCP Management EG, LLC				
2			ppropriate Box if a Member of a Group (See Instructions)		
2.	(a) $x^1$				
3.	SEC U				
4.	Citizei	nship	or Place of Organization		
	Delaw	are			
		5.	Sole Voting Power		
Num	ber of		0		
	ares	6.	Shared Voting Power		
Benef	icially				
	ed by		$3,433,268^2$		
-	ıch	7.	Sole Dispositive Power		
	orting				
_	son ith:		0		
VV	ш.	8.	Shared Dispositive Power		
			3,433,268 <sup>2</sup>		
9.	Aggre	gate A	Amount Beneficially Owned by Each Reporting Person		
	$3,433,268^2$				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □				
11.	1. Percent of Class Represented by Amount in Row (9)				
	$9.999\%^3$				
12.	Type o	f Rep	orting Person (See Instructions)		
	00				
	00				

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
- This percentage is calculated based upon (i) 31,827,008 shares of the Issuer's Common Stock outstanding as of November 11, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022, plus (iii) 2,509,098 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

**CUSIP No. 55234L105** Page 10 of 17

1.		Name of Reporting Persons			
		Nimish			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) ⊠ <sup>1</sup>	(b) 🗆			
3.	SEC U	JSE ON	ILY		
4.	Citizei	nship or	Place of Organization		
	United	l States			
		5.	Sole Voting Power		
Num	ber of		0		
	ares	6.	Shared Voting Power		
	icially ed by		3,433,268 <sup>2</sup>		
-	nch	7.	Sole Dispositive Power		
Per	Reporting Person		0		
W	ith:	8.	Shared Dispositive Power		
			3,433,268 <sup>2</sup>		
9.	Aggre	gate An	nount Beneficially Owned by Each Reporting Person		
	3,433,268 <sup>2</sup>				
10.			Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) $\square$		
11. Percent of Class Represented by Amount in Row (9)		ass Represented by Amount in Row (9)			
	$9.999\%^3$				
12.	Type o	f Repo	rting Person (See Instructions)		
	IN				

- Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
- This percentage is calculated based upon (i) 31,827,008 shares of the Issuer's Common Stock outstanding as of November 11, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022, plus (iii) 2,509,098 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

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1.	Name of Reporting Persons			
	Koh, E	Bong		
2.			propriate Box if a Member of a Group (See Instructions)	
	(a) $\boxtimes^1$			
3.	SEC U	ISE ON		
4.	Citizer	iship or	Place of Organization	
	United	States		
		5.	Sole Voting Power	
Numl	per of		0	
Sha	ires	6.	Shared Voting Power	
Benef Own	icially ed by		3,433,268 <sup>2</sup>	
Ea Repo		7.	Sole Dispositive Power	
Per	son		0	
Wi	th:	8.	Shared Dispositive Power	
			3,433,268 <sup>2</sup>	
9.	Aggreg	gate An	nount Beneficially Owned by Each Reporting Person	
	$3,433,268^2$			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □			
11.	Percent of Class Represented by Amount in Row (9)			
	$9.999\%^{3}$			
12.	Type o	f Repoi	rting Person (See Instructions)	
	IN			

- 1 Venrock Healthcare Capital Partners II, L.P., VHCP Co-Investment Holdings II, LLC, Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management II, LLC, VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.
- This percentage is calculated based upon (i) 31,827,008 shares of the Issuer's Common Stock outstanding as of November 11, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2022, plus (iii) 2,509,098 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

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Introductory Note: This Schedule 13G/A is filed on behalf of Venrock Healthcare Capital Partners II, L.P., a limited partnership organized under the laws of the State of Delaware ("VHCP II LP"), VHCP Co-Investment Holdings II, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Co-Investment II"), Venrock Healthcare Capital Partners III, L.P., a limited partnership organized under the laws of the State of Delaware ("VHCP III LP"), VHCP Co-Investment Holdings III, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Co-Investment III"), Venrock Healthcare Capital Partners EG, L.P., a limited partnership organized under the laws of the State of Delaware ("VHCP EG"), VHCP Management II, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Management III"), VHCP Management EG, LLC, a limited liability company organized under the laws of the State of Delaware ("VHCP Management EG" and collectively with VHCP II LP, VHCP Co-Investment II, VHCP III LP, VHCP Co-Investment III, VHCP EG, VHCP Management II and VHCP Management III, the "Venrock Entities"), Nimish Shah ("Shah") and Bong Koh ("Koh") in respect of Common Stock of Lyra Therapeutics, Inc.

#### Item 1.

(a) Name of Issuer

Lyra Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices

480 Arsenal Way Watertown, MA 02472

#### Item 2.

(a) Name of Person Filing

Venrock Healthcare Capital Partners II, L.P.
VHCP Co-Investment Holdings II, LLC
Venrock Healthcare Capital Partners III, L.P.
VHCP Co-Investment Holdings III, LLC
Venrock Healthcare Capital Partners EG, L.P.
VHCP Management II, LLC
VHCP Management III, LLC
VHCP Management EG, LLC
Nimish Shah
Bong Koh

(b) Address of Principal Business Office or, if none, Residence

New York Office: Palo Alto Office:

7 Bryant Park 3340 Hillview Avenue 23rd Floor Palo Alto, CA 94304 New York, NY 10018

(c) Citizenship

All of the Venrock Entities were organized in Delaware. The individuals are both United States citizens.

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share

(e) CUSIP Number

55234L105

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## Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

## Item 4. Ownership

(a) Amount Beneficially Owned as of December 31, 2022:

Venrock Healthcare Capital Partners II, L.P.	3,433,268(1)
VHCP Co-Investment Holdings II, LLC	3,433,268(1)
Venrock Healthcare Capital Partners III, L.P.	3,433,268(1)
VHCP Co-Investment Holdings III, LLC	3,433,268(1)
Venrock Healthcare Capital Partners EG, L.P.	3,433,268(1)
VHCP Management II, LLC	3,433,268(1)
VHCP Management III, LLC	3,433,268(1)
VHCP Management EG, LLC	3,433,268(1)
Nimish Shah	3,433,268(1)
Bong Koh	3,433,268(1)

(b) Percent of Class as of December 31, 2022:

Venrock Healthcare Capital Partners II, L.P.	9.999%
VHCP Co-Investment Holdings II, LLC	9.999%
Venrock Healthcare Capital Partners III, L.P.	9.999%
VHCP Co-Investment Holdings III, LLC	9.999%
Venrock Healthcare Capital Partners EG, L.P.	9.999%
VHCP Management II, LLC	9.999%
VHCP Management III, LLC	9.999%
VHCP Management EG, LLC	9.999%
Nimish Shah	9.999%
Bong Koh	9.999%

- (c) Number of shares as to which the person has, as of December 31, 2022:
- (i) Sole power to vote or to direct the vote

Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
Venrock Healthcare Capital Partners III, L.P.	0
VHCP Co-Investment Holdings III, LLC	0
Venrock Healthcare Capital Partners EG, L.P.	0
VHCP Management II, LLC	0
VHCP Management III, LLC	0
VHCP Management EG, LLC	0
Nimish Shah	0
Bong Koh	0

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(ii) Shared power to vote or to direct the vote

Venrock Healthcare Capital Partners II, L.P.	3,433,268(1)
VHCP Co-Investment Holdings II, LLC	3,433,268(1)
Venrock Healthcare Capital Partners III, L.P.	3,433,268(1)
VHCP Co-Investment Holdings III, LLC	3,433,268(1)
Venrock Healthcare Capital Partners EG, L.P.	3,433,268(1)
VHCP Management II, LLC	3,433,268(1)
VHCP Management III, LLC	3,433,268(1)
VHCP Management EG, LLC	3,433,268(1)
Nimish Shah	3,433,268(1)
Bong Koh	3,433,268(1)

(iii) Sole power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners II, L.P.	0
VHCP Co-Investment Holdings II, LLC	0
Venrock Healthcare Capital Partners III, L.P.	0
VHCP Co-Investment Holdings III, LLC	0
Venrock Healthcare Capital Partners EG, L.P.	0
VHCP Management II, LLC	0
VHCP Management III, LLC	0
VHCP Management EG, LLC	0
Nimish Shah	0
Bong Koh	0

(iv)Shared power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners II, L.P.	3,433,268(1)
VHCP Co-Investment Holdings II, LLC	3,433,268(1)
Venrock Healthcare Capital Partners III, L.P.	3,433,268(1)
VHCP Co-Investment Holdings III, LLC	3,433,268(1)
Venrock Healthcare Capital Partners EG, L.P.	3,433,268(1)
VHCP Management II, LLC	3,433,268(1)
VHCP Management III, LLC	3,433,268(1)
VHCP Management EG, LLC	3,433,268(1)
Nimish Shah	3,433,268(1)
Bong Koh	3,433,268(1)

(1) Consists of (i) 148,699 shares and 403,714 shares issuable upon the exercise of immediately exercisable warrants ("Warrants") held by Venrock Healthcare Capital Partners II, L.P.; (ii) 60,256 shares and 163,593 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings II, LLC; (iii) 321,426 shares and 872,664 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners III, L.P.; (iv) 32,161 shares and 87,317 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (v) 361,628 shares and 981,810 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 9.999% of the number of shares of common stock outstanding immediately after giving effect to the exercise.

VHCP Management II, LLC is the general partner of Venrock Healthcare Capital Partners II, L.P. and the manager of VHCP Co-Investment Holdings II, LLC. VHCP Management III, LLC is the general partner of Venrock Healthcare Capital Partners III, L.P. and the manager of VHCP Co-Investment Holdings III, LLC. VHCP Management EG, LLC is the general partner of Venrock Healthcare Capital Partners EG, L.P. Messrs. Shah and Koh are the voting members of VHCP Management II, LLC, VHCP Management III, LLC and VHCP Management EG, LLC.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which 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

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

#### **Item 10. Certification**

By signing below I certify that, to the best of my 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, other than activities solely in connection with a nomination under § 240.14a-11.

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#### **SIGNATURE**

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: February 14, 2023

Venrock Healthcare Capital Partners II, L.P.

By: VHCP Management II, LLC

Its: General Partner

By: /s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory

VHCP Co-Investment Holdings II, LLC

By: VHCP Management II, LLC

Its: Manager

By: /s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory

VHCP Management II, LLC

By: /s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory

Venrock Healthcare Capital Partners EG, L.P.

By: VHCP Management EG, LLC

Its: General Partner

/s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory

**Bong Koh** 

/s/ David L. Stepp

David L. Stepp, Attorney-in-fact

Nimish Shah

/s/ David L. Stepp

David L. Stepp, Attorney-in-fact

Venrock Healthcare Capital Partners III, L.P.

By: VHCP Management III, LLC

Its: General Partner

By: /s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory

VHCP Co-Investment Holdings III, LLC

By: VHCP Management III, LLC

Its: Manager

By: /s/ David L. Stepp

Name: David L. Stepp
Its: Authorized Signatory

VHCP Management III, LLC

By: /s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory

VHCP Management EG, LLC

/s/ David L. Stepp

Name: David L. Stepp Its: Authorized Signatory **CUSIP No. 55234L105** Page 17 of 17

## **EXHIBITS**

- A: Joint Filing Agreement (incorporated by reference to Exhibit A to Schedule 13G filed on April 22, 2022)
- B: Power of Attorney for Nimish Shah (incorporated by reference to Exhibit B to Schedule 13G filed on April 22, 2022)

C: Power of Attorney for Bong Koh (incorporated by reference to Exhibit C to Schedule 13G filed on April 22, 2022)