

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>Lyra Therapeutics, Inc. [ LYRA ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2020			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
C/O PERCEPTIVE ADVISORS, LLC 51 ASTOR PLACE, 10TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	NEW YORK	NY	10003						
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2020		C		773,327	A	\$0.00	773,327	I	See footnote <sup>(1)(2)</sup>
Common Stock	05/05/2020		C		1,132,016	A	\$0.00	1,132,016	I	See footnote <sup>(2)(3)</sup>
Common Stock	05/05/2020		C		470,739	A	\$0.00	1,244,066	I	See footnote <sup>(1)(2)</sup>
Common Stock	05/05/2020		X		141,221	A	\$8.63	1,385,287	I	See footnote <sup>(1)(2)</sup>
Common Stock	05/05/2020		F <sup>(4)</sup>		76,172	D	\$16	1,309,115	I	See footnote <sup>(1)(2)</sup>
Common Stock	05/05/2020		X		339,604	A	\$8.63	1,471,620	I	See footnote <sup>(2)(3)</sup>
Common Stock	05/05/2020		F <sup>(5)</sup>		183,174	D	\$16	1,288,446	I	See footnote <sup>(2)(3)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(6)	05/05/2020		C		26,666,666	(6)	(6)	Common Stock	773,327	\$0.00	0	I	See footnote <sup>(1)(2)</sup>	
Series C Convertible Preferred Stock	(6)	05/05/2020		C		39,035,325	(6)	(6)	Common Stock	1,132,016	\$0.00	0	I	See footnote <sup>(2)(3)</sup>	
Series C Convertible Preferred Stock	(6)	05/05/2020		C		16,232,511	(6)	(6)	Common Stock	470,739	\$0.00	0	I	See footnote <sup>(1)(2)</sup>	
Common Warrants	\$8.63	05/05/2020		X		141,221		01/17/2020 01/10/2030	Common Stock	141,221	\$0.00	0	I	See footnote <sup>(1)(2)</sup>	
Common Warrants	\$8.63	05/05/2020		X		339,604		01/17/2020 01/10/2030	Common Stock	339,604	\$0.00	0	I	See footnote <sup>(2)(3)</sup>	

1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u>		
(Last)	(First)	(Middle)
C/O PERCEPTIVE ADVISORS, LLC 51 ASTOR PLACE, 10TH FLOOR		
(Street)	NEW YORK	NY
		10003
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">PERCEPTIVE LIFE SCIENCES MASTER FUND LTD</a>		
(Last)	(First)	(Middle)
C/O PERCEPTIVE ADVISORS LLC		
51 ASTOR PLACE, 10TH FLOOR		
(Street)		
NEW YORK	NY	10003
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Perceptive LS (A), LLC</a>		
(Last)	(First)	(Middle)
C/O PERCEPTIVE ADVISORS, LLC		
51 ASTOR PLACE, 10TH FLOOR		
(Street)		
NEW YORK	NY	10003
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">EDELMAN JOSEPH</a>		
(Last)	(First)	(Middle)
C/O PERCEPTIVE ADVISORS LLC		
51 ASTOR PLACE, 10TH FLOOR		
(Street)		
NEW YORK	NY	10003
(City)	(State)	(Zip)

**Explanation of Responses:**

- The securities reported in this row are held by Perceptive Life Sciences Master Fund, Ltd. (the "Master Fund").
- Perceptive Advisors, LLC (the "Advisor") serves as the investment advisor to the Master Fund. Perceptive LS GP, LLC ("GP") is the manager of Perceptive LS (A), LLC ("Perceptive LS"). Joseph Edelman is the managing member of the Advisor and the sole member of GP. Each of Mr. Edelman, GP and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that Mr. Edelman, GP or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- The securities reported in this row are held by Perceptive LS.
- On May 5, 2020, the reporting persons exercised a warrant to purchase 141,221 shares of the Issuer's common stock for \$16.00 a share. The reporting person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 76,172 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining shares. The Issuer also paid \$14.77 to the reporting person in lieu of a fractional share.
- On May 5, 2020, the reporting persons exercised a warrant to purchase 339,604 shares of the Issuer's common stock for \$16.00 a share. The reporting person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 183,174 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining shares. The Issuer also paid \$1.48 to the reporting person in lieu of a fractional share.
- The preferred stock was convertible at any time, at the holder's election and had no expiration date. Each share of preferred stock was automatically converted into 0.0289998 shares of common stock upon the closing of the Issuer's initial public offering.

**Remarks:**

<a href="#">Perceptive Life Sciences Master Fund, Ltd.</a>	<a href="#">05/06/2020</a>
<a href="#">Perceptive LS (A), LLC</a>	<a href="#">05/06/2020</a>
<a href="#">/s/ Joseph Edelman</a>	<a href="#">05/06/2020</a>
<a href="#">Perceptive Advisors, LLC</a>	<a href="#">05/06/2020</a>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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