

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>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)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities 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		P		625,000	A	\$16	1,934,115	I	See footnote <sup>(1)(3)</sup>
Common Stock								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)		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)					

1. Name and Address of Reporting Person\*  
PERCEPTIVE ADVISORS LLC  
 (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\*  
PERCEPTIVE LIFE SCIENCES MASTER FUND LTD  
 (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\*  
Perceptive LS (A), LLC

(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*		
<u>EDELMAN JOSEPH</u>		
(Last)		
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").
- The securities reported in this row are held by Perceptive LS (A), LLC ("Perceptive LS").
- 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. 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.

**Remarks:**

<u>Perceptive Life Sciences</u>	<u>05/29/2020</u>
<u>Master Fund, Ltd.</u>	
<u>Perceptive LS (A), LLC</u>	<u>05/29/2020</u>
<u>/s/ Joseph Edelman</u>	<u>05/29/2020</u>
<u>Perceptive Advisors, LLC</u>	<u>05/29/2020</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**