

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u>	2. Issuer Name and Ticker or Trading Symbol <u>Landos Biopharma, Inc.</u> [<u>LABP</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) <u>51 ASTOR PLACE, 10TH FLOOR</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2021</u>	
(Street) <u>NEW YORK NY 10003</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
(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	02/08/2021		C		2,941,769	A	(1)	2,941,769	I	See footnote ⁽³⁾
Common Stock	02/08/2021		C		2,941,769	A	(1)	2,941,769	I	See footnote ⁽⁴⁾
Common Stock	02/08/2021		C		2,857,795	A	(2)	5,799,564	I	See footnote ⁽³⁾
Common Stock	02/08/2021		C		2,857,795	A	(2)	5,799,564	I	See footnote ⁽⁴⁾
Common Stock	02/08/2021		C		1,770,600	A	(2)	1,770,600	I	See footnote ⁽⁵⁾
Common Stock	02/08/2021		P		1,250,000	A	\$16	7,049,564	I	See footnote ⁽³⁾
Common Stock								3,090,924	I	See footnote ⁽⁶⁾

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 A Preferred Stock	(1)	02/08/2021		C			2,941,769	(1)	(1)	Common Stock	2,941,769	(1)	0	I	See footnote ⁽³⁾
Series A Preferred Stock	(1)	02/08/2021		C			2,941,769	(1)	(1)	Common Stock	2,941,769	(1)	0	I	See footnote ⁽⁴⁾
Series B Preferred Stock	(2)	02/08/2021		C			2,857,795	(2)	(2)	Common Stock	2,857,795	(2)	0	I	See footnote ⁽³⁾
Series B Preferred Stock	(2)	02/08/2021		C			2,857,795	(2)	(2)	Common Stock	2,857,795	(2)	0	I	See footnote ⁽⁴⁾
Series B Preferred Stock	(2)	02/08/2021		C			1,770,600	(2)	(2)	Common Stock	1,770,600	(2)	0	I	See footnote ⁽⁵⁾

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

1. Name and Address of Reporting Person*

PERCEPTIVE LIFE SCIENCES MASTER FUND LTD

(Last)(First)(Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORKNY10003

(City)(State)(Zip)

1. Name and Address of Reporting Person*

Xontogeny, LLC

(Last)(First)(Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORKNY10003

(City)(State)(Zip)

1. Name and Address of Reporting Person*

Perceptive Xontogeny Venture Fund, LP

(Last)(First)(Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORKNY10003

(City)(State)(Zip)

1. Name and Address of Reporting Person*

EDELMAN JOSEPH

(Last)(First)(Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORKNY10003

(City)(State)(Zip)

Explanation of Responses:

1. Each share of the Issuer's Series A preferred stock automatically converted into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering. The Series A preferred stock had no expiration date.

2. Each share of the Issuer's Series B preferred stock automatically converted into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering. The Series B preferred stock had no expiration date.

3. The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Master Fund. Joseph Edelman is the managing member of the Advisor. Each of Mr. Edelman 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 either Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

4. The securities are directly held by Perceptive Xontogeny Ventures, L.P. ("PXV"). The Advisor serves as the investment manager of PXV, and Perceptive Xontogeny Ventures GP, LLC ("PXV GP") is the general partner of PXV. Mr. Edelman is the managing member of PXV GP and the Advisor. The Advisor, PXV GP and Mr. Edelman disclaim, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that they are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

5. The securities are directly held by PX Venture (A), LLC. The Advisor serves as the investment manager of PXV, and Perceptive Xontogeny Ventures GP, LLC ("PXV GP") is the general partner of PXV. Mr. Edelman is the managing member of PXV GP and the Advisor. The Advisor, PXV GP and Mr. Edelman disclaim, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that they are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

6. The securities are directly held by Xontogeny, LLC ("Xontogeny"). C2 Ventures, LLC ("C2") is the manager of Perceptive XV Holdings, LLC ("Holdings"), the manager of Xontogeny. Joseph Edelman is the managing member of C2. Holdings, C2, and Mr. Edelman disclaim, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that they are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

/s/ Joseph Edelman - for
Perceptive Advisors LLC, By:
Joseph Edelman, its managing
member

02/08/2021

/s/ Joseph Edelman - for
Perceptive Life Sciences Master
Fund Ltd, By: Perceptive
Advisors LLC, its investment
manager, By: Joseph Edelman,
its managing member

02/08/2021

/s/ Joseph Edelman - for
Xontogeny LLC, By: C2
Ventures, LLC, By: Joseph
Edelman, its managing member

02/08/2021

/s/ Joseph Edelman - for
Perceptive Xontogeny Venture

02/08/2021

[Fund L.P., By: Perceptive
Xontogeny Ventures GP, LLC,
its general partner, By: Joseph
Edelman, its managing member](#)

[/s/ Joseph Edelman](#)

[02/08/2021](#)

** 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.