SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-OMB Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

0104 Estimated average burden hours per response: 0.5

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>RTW INVESTMENTS, LP</u>				2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2021 3. Issuer Name and Ticker or Trading Symbol Landos Biopharma, Inc. [LABP]						
(Last) 40 10TH A (Street) NEW YORK (City)	VENUE, FLOOP	0014			4. Relationship of Re Issuer (Check all applicable Director Officer (give title below)			vner 6. pecify (Cl	Person	'ear) ht/Group Filing Line) y One Reporting y More than One
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4) (D) or India (I) (Instr. 5)		rship 4. N rect Owr direct	hip 4. Nature of Indirect Beneficial ect Ownership (Instr. 5) rect			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
4) Expir					. Title and Amount of Securities Inderlying Derivative Security (In			4. Conversion or Exercise Price of		6. Nature of Indirect Beneficial
		Date Exerc	Expiration isable Date		Title	Amou Numb Shares	er of	Derivative Security	or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Series B Pre	ferred Stock	(1	1)	(1)	Common Stock	3,650	,722 ⁽²⁾⁽³⁾	0 ⁽¹⁾	Ι	By RTW ⁽⁴⁾

Explanation of Responses:

1. Each share of the Issuer's Series B preferred stock will automatically convert into 1.8249 shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering. The Series B preferred stock has no expiration date.

2. Reflects a 1.8249-for-1 stock split of the Issuer's common stock effected on January 29, 2021.

3. Consists of shares of common stock issuable upon conversion of Series B preferred stock held by RTW Master Fund, Ltd., RTW Venture Fund Limited and RTW Innovation Master Fund, Ltd. (the "RTW Funds").

4. The securities reported herein may be deemed beneficially owned by each of: (i) RTW Investments, LP ("RTW"), which is deemed the beneficial owner of shares held by the RTW Funds, which are investment funds managed by RTW, and (ii) Roderick Wong, M.D., who serves as the Managing Partner and Chief Investment Officer of RTW. Dr. Wong exercises voting and dispositive control over the securities held by RTW and is therefore deemed to be a beneficial owner of securities owned or controlled by RTW. Each of RTW and Dr. Wong disclaim beneficial ownership of the reported securities held by the RTW Funds, except to the extent of its or his pecuniary interest therein.

RTW Investments, LP By:	
/s/ Roderick Wong,	02/04/20
Managing Partner	
** 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 5 (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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