

☐ 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

Estimated average burden

hours per response: 0.5

| | | |
|--|---|--|
| 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) | 2. Issuer Name and Ticker or Trading Symbol <u>Landos Biopharma, Inc. [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) |
| 3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2021</u> | | 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 |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 02/05/2021 | | P | | 27,453 | A | \$11.14 ⁽¹⁾⁽²⁾ | 7,077,017 | I | See footnote ⁽⁸⁾ |
| Common Stock | 02/08/2021 | | P | | 34,611 | A | \$11.38 ⁽¹⁾⁽³⁾ | 7,111,628 | I | See footnote ⁽⁸⁾ |
| Common Stock | 02/08/2021 | | P | | 86,671 | A | \$12.53 ⁽¹⁾⁽⁴⁾ | 7,198,299 | I | See footnote ⁽⁸⁾ |
| Common Stock | 02/08/2021 | | P | | 1,771 | A | \$13.1 ⁽¹⁾⁽⁵⁾ | 7,200,070 | I | See footnote ⁽⁸⁾ |
| Common Stock | 02/09/2021 | | P | | 64,730 | A | \$13.8 ⁽¹⁾⁽⁶⁾ | 7,264,800 | I | See footnote ⁽⁸⁾ |
| Common Stock | 02/09/2021 | | P | | 34,951 | A | \$14.6 ⁽¹⁾⁽⁷⁾ | 7,299,751 | I | See footnote ⁽⁸⁾ |
| Common Stock | | | | | | | | 5,799,564 | I | See footnote ⁽⁹⁾ |
| Common Stock | | | | | | | | 1,770,600 | I | See footnote ⁽¹⁰⁾ |
| Common Stock | | | | | | | | 3,090,924 | I | See footnote ⁽¹¹⁾ |

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 | | Date Exercisable | Expiration Date | | | | | |
| | | | | | | (A) (D) | | | Title Amount or Number of Shares | | | | |

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| 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. The prices reported in Column 4 are weighted average prices. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges of the prices reported on this Form 4.
2. These shares were purchased in multiple transactions at prices ranging from \$11.05 to \$11.75, inclusive.
3. These shares were purchased in multiple transactions at prices ranging from \$10.96 to \$11.93, inclusive.
4. These shares were purchased in multiple transactions at prices ranging from \$11.96 to \$12.95, inclusive.
5. These shares were purchased in multiple transactions at prices ranging from \$13.09 to \$13.10, inclusive.
6. These shares were purchased in multiple transactions at prices ranging from \$13.17 to \$14.16, inclusive.
7. These shares were purchased in multiple transactions at prices ranging from \$14.17 to \$15.20, inclusive.
8. 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.
9. 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.
10. The securities are directly held by PX Venture (A), LLC ("PX Venture"). The Advisor serves as the investment manager of PX Venture, Mr. Edelman is the managing member of P the Advisor. The Advisor, 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.
11. 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: 02/09/2021
Joseph Edelman, its managing
member
/s/ Joseph Edelman - for 02/09/2021
Perceptive Life Sciences
Master Fund Ltd, By:
Perceptive Advisors LLC, its

investment manager, By:
Joseph Edelman, its managing
member

/s/ Joseph Edelman - for
Xontogeny LLC, By: C2
Ventures, LLC, By: Joseph 02/09/2021
Edelman, its managing
member

/s/ Joseph Edelman - for
Perceptive Xontogeny Venture
Fund L.P., By: Perceptive
Xontogeny Ventures GP, LLC, 02/09/2021
its general partner, By: Joseph
Edelman, its managing
member

/s/ Joseph Edelman 02/09/2021

** 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.