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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Flynn James E</u> (Last) (First) (Middle) 345 PARK AVENUE SOUTH, 12TH FLOOR (Street) NEW YORK NY 10010 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BiomX Inc. [PHGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *Director by Deputization
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2024	
	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	03/15/2024		A ⁽¹⁾		3,055,049	A	(2)	3,055,049	I	Through Deerfield Private Design Fund V, L.P. ⁽³⁾⁽⁴⁾
Common Stock	03/15/2024		A ⁽¹⁾		3,055,049	A	(2)	3,055,049	I	Through Deerfield Healthcare Innovations Fund II, L.P. ⁽³⁾⁽⁴⁾

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
Series X Non-Voting Convertible Preferred Stock	(5)	03/15/2024		A ⁽¹⁾		13,490		(5)	(5)	Common Stock	13,490,000	(2)	13,490	I	Through Deerfield Private Design Fund V, L.P. ⁽³⁾⁽⁴⁾
Series X Non-Voting Convertible Preferred Stock	(5)	03/15/2024		A ⁽¹⁾		13,490		(5)	(5)	Common Stock	13,490,000	(2)	13,490	I	Through Deerfield Healthcare Innovations Fund II, L.P. ⁽³⁾⁽⁴⁾
Series X Non-Voting Convertible Preferred Stock	(5)	03/15/2024		A ⁽⁶⁾		40,350		(5)	(5)	Common Stock	40,350,000	(6)	53,840	I	Through Deerfield Private Design Fund V, L.P. ⁽³⁾⁽⁴⁾
Series X Non-Voting Convertible Preferred Stock	(5)	03/15/2024		A ⁽⁶⁾		40,350		(5)	(5)	Common Stock	40,350,000	(6)	53,840	I	Through Deerfield Healthcare Innovations Fund II, L.P. ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person *

[Flynn James E](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[DEERFIELD MANAGEMENT COMPANY, L.P.
\(SERIES C\)](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Deerfield Mgmt V, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Deerfield Mgmt HIF, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Deerfield Private Design Fund V, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Deerfield Healthcare Innovations Fund II, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

Explanation of Responses:

1. The shares of Common Stock and Merger Preferred Shares (as defined below) reported herein were acquired by Deerfield Private Design Fund V, L.P. ("Fund V") and Deerfield Healthcare Innovations Fund II, L.P. ("HIF II" and, together with Fund V, the "Funds") pursuant to the Agreement and Plan of Merger, dated as of March 6, 2024 (the "Merger Agreement"), among the Issuer, BTX Merger Sub I, Inc., BTX Merger Sub II, LLC and Adaptive Phage Therapeutics, Inc. ("APT"). The acquisition or deemed acquisition of such securities and the Merger Warrants (as defined below) and any shares of Common Stock that may be acquired upon conversion or exercise of the Merger Preferred Shares or the Merger Warrants were exempted pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

2. As a result of the transactions contemplated by the Merger Agreement (the "Merger"), 16,972,145 shares of Series B-1 Preferred Stock of APT held by each of the Funds immediately prior to the Merger were converted into (i) 3,055,049 shares of Common Stock, (ii) 13,490 shares of Series X Non-Voting Convertible Preferred Stock ("Series X Preferred Stock") of the Issuer (the "Merger Preferred Shares") and (iii) warrants to purchase 722,175 shares of Common Stock (the "Merger Warrants"). The Merger Warrants are not currently exercisable and will not become exercisable unless and until requisite approval of the Issuer's stockholder is obtained. Accordingly, the Merger Warrants are not reported herein.

3. This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt V, L.P. is the general partner of Fund V. Deerfield Mgmt HIF II, L.P. is the general partner of HIF II. Deerfield Management Company, L.P. is the investment manager of each Fund. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt V, L.P., Deerfield Mgmt HIF II, L.P. and Deerfield Management Company, L.P.

4. In accordance with Instruction 4 (b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

5. Effective as of 5:00 p.m. on the 4th business day after the date that the Issuer's stockholders approve the conversion of the Series X Preferred Stock into shares of Common Stock in accordance with the listing rules of the NYSE American (the "Stockholder Approval"), each share of Series X Preferred Stock will become convertible (either automatically or at the election of the holder, and in either case, subject to a beneficial ownership limitation) into 1,000 shares of Common Stock (subject to adjustment) in accordance with the certificate of designation governing the Series X Preferred Stock (the "Certificate of Designation"). If the Stockholder Approval is not obtained by 5:00 p.m. on the date that is 5 months after the initial issuance of the Series X Preferred Stock (or such earlier time as a stockholder meeting is held and the Stockholder Approval is not obtained), the Series X Preferred Stock will become convertible into cash in accordance with the Certificate of Designation.

6. On March 15, 2024, each Fund purchased 40,350 shares (the "PIPE Preferred Shares") of Series X Preferred Stock and warrants to purchase 20,175,000 Common Stock in a private placement at a combined purchase price of \$231.10 per share of Series X Preferred Stock and warrant to purchase one-half of one share of Common Stock (subject to adjustment as provided in the warrants) (the "Private Placement Warrants"). The Private Placement Warrants are not currently exercisable and will not become exercisable unless and until requisite approval of the Issuer's stockholders is obtained. Accordingly, the Private Placement Warrants are not reported herein. The acquisition or deemed acquisition of such securities and any shares of Common Stock that may be acquired upon conversion or exercise of the PIPE Preferred Shares or the Private Placement Warrants were exempted pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Remarks:

Jonathan S. Leff, a partner in Deerfield Management, serves as a director of the Issuer. Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to BiomX Inc. filed with the Securities and Exchange Commission on March 18, 2024 by Deerfield Private Design Fund V, L.P., Deerfield Healthcare Innovations Fund II, L.P., Deerfield Mgmt V, L.P., Deerfield Mgmt HIF II, L.P., Deerfield Management Company, L.P. and James E. Flynn.

/s/ Jonathan Isler, Attorney-in-Fact 03/19/2024

** 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.

Joint Filer Information

Names: Deerfield Private Design Fund V, L.P., Deerfield Healthcare Innovations Fund II, L.P., Deerfield Mgmt V, L.P., Deerfield Mgmt HIF II, L.P. and Deerfield Management Company, L.P.

Address: 345 Park Avenue South, 12th Floor
New York, NY 10010

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: BiomX Inc. [PHGE]

Date of Event Requiring Statement: March 15, 2024

The undersigned, Deerfield Private Design Fund V, L.P., Deerfield Healthcare Innovations Fund II, L.P., Deerfield Mgmt V, L.P., Deerfield Mgmt HIF II, L.P. and Deerfield Management Company, L.P. are jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of BiomX Inc.

Signatures:

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT V, L.P.

By: J.E. Flynn Capital V, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT HIF, L.P.

By: J.E. Flynn Capital HIF, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND V, L.P.

By: Deerfield Mgmt V, L.P., General Partner
By: J.E. Flynn Capital V, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD HEALTHCARE INNOVATIONS FUND II, L.P.

By: Deerfield Mgmt HIF II, L.P., General Partner
By: J.E. Flynn Capital HIF II, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact