(Street) HERZLIYA

(City)

PITUACH

L3

(State)

46686

(Zip)

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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

— may continu	ie. See instruc	aion 1(b).		Fi	led						rities Exchai ompany Act			34							
		eporting Person*	mited_				er Name <b>ar</b> nX Inc.			ling S	ymbol					elationship of ck all applica	ble)		,		
						3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023									Director Officer (give title below)					o Owner er (specify ew)	
(Last) (First) (Middle) 5 HAHOSHLIM STREET, BUILDING B, 1ST FL.					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person						
(Street) HERZLIYA PITUACH	L3		46686												y	【 Form fil	ed by Mo	ore than	One Repo	orting Person	
(City)	(St	ate)	(Zip)																		
Table I - Non-Der  1. Title of Security (Instr. 3)  2. Transa Date (Month/D				ction		2A. Deeme Execution if any	d	3. Transac Code (Ir	tion	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5				5. Amount			6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial		
				(	ionuii/Day/Tear/		(Month/Day/Year)		8) Code V		Amount		(A) or (D)	Price		Following Reported Transaction(s) (Instr. 3 and 4)				Ownership (Instr. 4)	
Common Stock			02/27/	2/27/2023				P	T	348,00	0(1)	A	\$0.2	245	3,161,489		I		See Footnotes <sup>(2)(3)</sup>		
			Table II -								osed of, converti				Owi	ned					
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/Yea	Code			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				te			nderlying	Derivative		9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership ct (Instr. 4)	
				Code		v	(A)	(D)	Expiration Date (Month/Day/Year)  Date Expiration Date Expiration Date Title Shares    Date Expiration Date   Common   1,780,050		Transac (Instr. 4										
Warrants (Right to Buy)	\$0.244	02/27/2023		P			1,789,959		02/27/20	)23	02/27/2033		mmon tock	1,789,	,959	(1)	1,789	,959	I	See Footnotes <sup>(2)(3)</sup>	
		eporting Person * oFund GP Lin	mited Partn	nership	<u>)</u>																
(Last) 5 HAHOSH		(First) EET, BUILDING	(Middle)	)																	
(Street) HERZLIYA PITUACH	1	L3	46686																		
(City)		(State)	(Zip)																		
1. Name and A		eporting Person*																			
(Last) 5 HAHOSH		(First) EET, BUILDING	(Middle)	)																	

1. Name and Addres	ss of Reporting Person*		
GORDON C.	ARL L		
(Last)	(First)	(Middle)	
C/O ORBIMED	ISRAEL GP LTD.		
5 HAHOSHLIM	STREET, BUILDI	NG B, 1ST FL.	
(Street)			
HERZLIYA	L3	46686	
PITUACH			
(City)	(State)	(Zip)	
1 Name and Address	ss of Reporting Person *		
Chimovits Er	<u>ez</u>		
(Last)	(First)	(Middle)	
C/O ORBIMED	ISRAEL GP LTD.		
	STREET, BUILDI	NG B 1ST FL	
(Street)			
HERZLIYA	1.3	46686	
PITUACH	L3	40000	
(City)	(State)	(Zip)	

## **Explanation of Responses:**

- 1. These shares of the Issuer's common stock and warrants to purchase shares of the Issuer's common stock were purchased from the Issuer in a private placement. The warrants are exercisable for one share of the Issuer's common stock per warrant, subject to an issuance after exercise, the holder (together with the holder faffiliates and any other persons acting as a group together with the holder or any of the holder's affiliates, including the Reporting Persons) would beneficially own in excess of 9.99% of the shares of common stock outstanding immediately after giving effect to the issuance of the shares of common stock issuance upon exercise of the warrants.
- 2. These securities are held of record by OrbiMed Israel Partners Limited Partnership ("OIP"). OrbiMed Israel BioFund GP Limited Partnership ("OrbiMed BioFund") is the general partner of OIP and OrbiMed Israel GP Ltd. ("OrbiMed Israel") is the general partner of OrbiMed BioFund. By virtue of such relationships, OrbiMed Israel and OrbiMed BioFund may be deemed to have voting and investment power over the securities held by OIP and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Israel exercises investment and voting power through an investment committee comprised of Carl L. Gordon and Erez Chimovits.
- 3. Each of OrbiMed Israel, OrbiMed BioFund, Carl Gordon, and Erez Chimovits disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

OrbiMed Israel GP Ltd., By: /s/
Douglas Coon, Chief Compliance
Officer
OrbiMed Israel BioFund GP
Limited Partnership, By: /s/
Douglas Coon, Chief Compliance
Officer
/s/ Carl L. Gordon
/s/ Erez Chimovits
03/17/2023

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.