SEC	Form	4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the

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

	conditions of Rule			
1. Name and Address of Reporting Person <sup>*</sup> OrbiMed Israel BioFund GP Limited			2. Issuer Name <b>and</b> Ticker or Trading Symbol BiomX Inc. [PHGE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
Partnership			3. Date of Earliest Transaction (Month/Day/Year) 03/15/2024	Officer (give title Other (specify below) below)
(Last) 5 HAHOSHLIM S	(First) STREET, BUILDIN	(Middle) G B, 1ST FL.	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person
(Street) HERZLIYA PITUACH	L3	46686		X 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)		Execution Date, Transaction			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			(Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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. Transac Code (Ir 8)		5. Number Derivative Securities Acquired ( Disposed (Instr. 3, 4 5)	(A) or of (D)	6. Date Exerc Expiration D (Month/Day/\	ate	7. Title and A Securities U Derivative Se 3 and 4)	nderlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Series X Preferred Stock	(1)(2)	03/15/2024		Р		4,327		(1)(2)	(1)(2)	Common Stock	4,327,000	(1)(2)	4,327	I	See footnotes <sup>(4)(5)</sup>
Warrants (Right to Buy)	\$0.2311	03/15/2024		Р		2,163,500		(3)	(3)	Common Stock	2,163,500	(3)	2,163,500	I	See footnotes <sup>(4)(5)</sup>

1. Name and Address of Reporting Person\*

OrbiMed Israel BioFund GP Limited Partnership

(Last)	(First)	(Middle)	
5 HAHOSHLIM	STREET, BUILDI	NG B, 1ST FL.	
(Street)			
HERZLIYA PITUACH	L3	46686	
(City)	(State)	(Zip)	
1. Name and Addres	s of Reporting Person *		
OrbiMed Israe	el GP Ltd.		
(Last)	(First)	(Middle)	
5 HAHOSHLIM	STREET, BUILDI	NG B, 1ST FL.	
(Street)			
HERZLIYA PITUACH	L3	46686	
(City)	(State)	(Zip)	

-			
(Last)	(First)	(Middle)	
	ISRAEL GP LTD.		
5 HAHOSHLIM	STREET, BUILDI	NG B, 1ST FL.	
(Street)			
HERZLIYA	L3	46686	
PITUACH	LS	40080	
(City)	(State)	(Zip)	
1. Name and Addres	s of Reporting Person *		
Chimovits Ere	ez		
-			
(Last)	(First)	(Middle)	
C/O ORBIMED	ISRAEL GP LTD.		
5 HAHOSHI IM	STREET, BUILDI	NG B, 1ST FL.	
JIANOSHLIW			
(Street)			
(Street) HERZLIYA	L3	46686	
(Street)	L3	46686	
(Street) HERZLIYA	L3 (State)	46686 (Zip)	

## Explanation of Responses:

1. These shares of the Issuer's Series X Non-Voting Convertible Preferred Stock ("Series X Preferred Stock") were purchased from the Issuer in a private placement. Each share of Series X Preferred Stock is automatically convertible into 1,000 shares of the Issuer's common stock at 5:00 p.m. Eastern time on the fourth business day after the date the Issuer's stockholders approve the conversion of the Series X preferred Stock into shares of the Issuer's common stock (the "Stockholder Approval") or at any time at the option of the holder following 5:00 p.m. Eastern time on the third business day after the date the Stockholder Approval is obtained.

2. The conversion of the Series X Preferred Stock into shares of the Issuer's common stock is subject to an issuance limitation that prohibits the holder from converting the shares of Series X Preferred Stock into shares of the Issuer's common stock to the extent that after giving effect to such issuance after conversion, the holder (together with the holder's affiliates 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 19.9% of the shares of common stock outstanding immediately after giving effect to the issuance of the shares of common stock issued upon conversion of the shares of Series X Preferred Stock (the "Beneficial Ownership Limitation").

3. These 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 at any time following the Stockholder Approval, subject to the Beneficial Ownership Limitation, and expire on the 24-month anniversary of the date on which they are first exercisable.

4. 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.

5. Each of OrbiMed Israel, OrbiMed BioFund, Carl L. 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 his or its pecuniary interest therein, if any. This report shall not be deemed an admission that any 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.

/s/ Carl L. Gordon	03/19/2024
/s/ Erez Chimovits	03/19/2024
<u>/s/ Carl L. Gordon, Director,</u> <u>OrbiMed Israel GP Ltd.</u>	03/19/2024
/s/ Carl L. Gordon, Director, OrbiMed Israel BioFund GP Limited Partnership	03/19/2024
** Signature of Reporting Person	Date

\*\* Signature of Reporting Person

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.