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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) <u>345 PARK AVENUE SOUTH, 12TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10010</u> _____ (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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *Director by Deputization |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2025</u> | |
| | 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 <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 | 02/27/2025 | | M ⁽¹⁾⁽²⁾ | | 353,249 | A | \$0.9306 | 1,247,054 | I | Through Deerfield Private Design Fund V, L.P. ⁽³⁾⁽⁴⁾ |
| Common Stock | 02/27/2025 | | M ⁽¹⁾⁽²⁾ | | 353,249 | A | \$0.9306 | 1,247,054 | 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 | Amount or Number of Shares | | | | |
| Warrants | ⁽¹⁾⁽²⁾ | 02/27/2025 | | M | | 1,611,863 | | 07/09/2024 | 07/09/2026 | Common Stock | 1,611,863 | ⁽¹⁾ | 405,637 ⁽⁵⁾ | I | Through Deerfield Private Design Fund V, L.P. ⁽³⁾⁽⁴⁾ |
| Warrants | ⁽¹⁾⁽²⁾ | 02/27/2025 | | M | | 1,611,863 | | 07/09/2024 | 07/09/2026 | Common Stock | 1,611,863 | ⁽¹⁾ | 405,637 ⁽⁵⁾ | I | Through Deerfield Healthcare Innovations Fund II, L.P. ⁽³⁾⁽⁴⁾ |
| Warrants | ⁽⁶⁾ | 02/27/2025 | | A | | 1,258,614 | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 1,258,614 | ⁽¹⁾⁽²⁾⁽⁶⁾ | 1,258,614 | I | Through Deerfield Private Design Fund V, L.P. ⁽³⁾⁽⁴⁾ |
| Warrants | ⁽⁶⁾ | 02/27/2025 | | A | | 1,258,614 | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 1,258,614 | ⁽¹⁾⁽²⁾⁽⁶⁾ | 1,258,614 | 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 10017

(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 10017

(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 10017

(City) (State) (Zip)

Explanation of Responses:

1. On February 27, 2025, each of Deerfield Private Design Fund V, L.P. ("DPD V") and Deerfield Healthcare Innovations Fund II, L.P. ("HIF II" and together with DPD V, the "Funds" and each a "Fund") exercised its Private Placement Warrant (as defined in the Form 4 filed by the Reporting Persons on July 9, 2024 with respect to the Issuer) for cash in respect of 1,611,864 shares of Common Stock (the "Exercise Shares"), pursuant to a letter agreement, dated as of February 25, 2025 (each an "Inducement Letter Agreement"), between such Fund and the Company. Pursuant to each Inducement Letter Agreement, each such exercise was effected at a reduced exercise price of \$0.9306 per share in consideration for the issuance by the Company to such Fund of a new warrant (each, a "New Warrant") to purchase up to 1,611,864 shares of Common Stock (the "New Warrant Shares").
2. To the extent the exercise of a Private Placement Warrant in accordance with an Inducement Letter Agreement would otherwise have resulted in the issuance of a number of shares of Common Stock in excess of the number of shares of Common Stock that the Funds could acquire without exceeding the beneficial ownership limitations ("Beneficial Ownership Limitation") set forth in the Private Placement Warrants, pursuant to the Inducement Letter Agreement, on February 27, 2025 (i) the Company issued to each Fund 353,249 shares of Common Stock (representing the maximum number of shares of Common Stock that each Fund was entitled to receive without exceeding the Beneficial Ownership Limitation), and (ii) in lieu of issuing the remaining 1,258,614 shares of Common Stock for which each Fund exercised its Private Placement Warrant, amended and restated the portion of the Private Placement Warrant exercisable for such excess shares as set forth in the Amended and Restated Warrant (as defined below).
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 DPD 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. The New Warrants have an exercise price of \$0.9306 per share and have a five-year term commencing on the date the New Warrants become exercisable (if at all). The New Warrants are not currently exercisable and will not become exercisable unless and until requisite stockholder approval is obtained. Accordingly, the New Warrants are not reported herein.
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. The unexercised portion of each Private Placement Warrant held by a Fund was not amended in connection with the transactions reported herein and remains exercisable for \$2.311 per share upon the terms, and subject to the conditions, set forth therein.
6. In connection with exercise of the Private Placement Warrants pursuant to the Inducement Letter Agreements, each Fund's Private Placement Warrant was amended and restated in respect of 1,258,614 of the underlying shares, to (i) reduce the exercise price from \$2.311 per share to \$0.0001 per share (in addition to \$0.9305 per share that was pre-funded in connection with the exercise of the Private Placement Warrants pursuant to the Inducement Letter Agreements), (ii) extend the Expiration Date (as defined in the Private Placement Warrants) from 24 months after the initial exercisability date until such time that the Private Placement Warrants are exercised in full, and (iii) to remove from Section 4(b) such provisions as related to the Black-Scholes Value (as defined in the Private Placement Warrants) as related to any Fundamental Transactions (as defined in the Private Placement Warrants) undertaken by the Company.

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 03/03/2025

** 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: February 27, 2025

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