

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 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 <sup>*</sup> <u>Pande Vijay Satyanand</u>  (Last) (First) (Middle) C/O BIOAGE LABS, INC. 1445A SOUTH 50TH STREET  (Street) RICHMOND CA 94804  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BioAge Labs, Inc. [ BIOA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	09/27/2024		C		855,972	A	(1)	855,972	I	AH Bio Fund I, L.P. <sup>(2)(3)(4)</sup>
Common Stock	09/27/2024		C		413,100	A	(5)	1,269,072	I	AH Bio Fund I, L.P. <sup>(2)(3)(4)</sup>
Common Stock	09/27/2024		C		189,609	A	(6)	189,609	I	AH Bio Fund III, L.P. <sup>(3)(4)(7)</sup>
Common Stock	09/27/2024		C		655,294	A	(8)	655,294	I	AH Bio Fund IV, L.P. <sup>(3)(4)(9)</sup>
Common Stock	09/27/2024		P		900,000	A	\$18	900,000	I	Andreesen Horowitz LSV Fund III, L.P. <sup>(3)(4)(10)</sup>

**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				
Series A-1 Preferred Stock	(1)	09/27/2024		C		3,819,863		(1)	(1)	Common Stock	855,972	(1)	0	I	AH Bio Fund I, L.P. <sup>(2)(3)(4)</sup>
Series B Preferred Stock	(5)	09/27/2024		C		1,843,502		(5)	(5)	Common Stock	413,100	(5)	0	I	AH Bio Fund I, L.P. <sup>(2)(3)(4)</sup>
Series C Preferred Stock	(6)	09/27/2024		C		846,152		(6)	(6)	Common Stock	189,609	(6)	0	I	AH Bio Fund III, L.P. <sup>(3)(4)(7)</sup>
Series D Preferred Stock	(8)	09/27/2024		C		2,924,318		(8)	(8)	Common Stock	655,294	(8)	0	I	AH Bio Fund IV, L.P. <sup>(3)(4)(9)</sup>

**Explanation of Responses:**

- Pursuant to the Issuer's Restated Certificate of Incorporation, upon closing of the Issuer's initial public offering of its Common Stock, each share of Series A-1 Convertible Preferred Stock automatically converted into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.
- The securities reported in this row are held by AH Bio Fund I, L.P. for itself and as nominee for AH Bio Fund I-B, L.P. (collectively, the "AH Bio Fund I Entities"). AH Equity Partners Bio I, L.L.C. ("AH EP Bio I") is the general partner of the AH Bio Fund I Entities and may be deemed to exercise voting and investment discretion with respect to securities directly held by them.
- The managing members of each of: (i) AH EP Bio I; (ii) AH EP Bio III; (iii) AH EP Bio IV; (iv) AH EP LSV III; and (v) AH EP 2022 Annual (collectively, the "AH GP Entities") are Marc Andreesen and Ben Horowitz, and each of them may be deemed to share voting and investment discretion with respect to securities directly held by the AH Fund Entities.

4. The reporting person serves as one of the members of the AH GP Entities, but he disclaims the existence of a "group" (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), and disclaims beneficial ownership of the securities directly held by the AH Fund Entities, and this report shall not be deemed an admission that he is the beneficial owner of the securities reported herein for purposes of Section 16 of the Exchange Act, or for any other purpose, except to the extent of his pecuniary interest therein.

5. Pursuant to the Issuer's Restated Certificate of Incorporation, upon closing of the Issuer's initial public offering of its Common Stock, each share of Series B Convertible Preferred Stock automatically converted into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.

6. Pursuant to the Issuer's Restated Certificate of Incorporation, upon closing of the Issuer's initial public offering of its Common Stock, each share of Series C Convertible Preferred Stock automatically converted into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.

7. The securities reported in this row are held by AH Bio Fund III, L.P., for itself and as nominee for AH Bio Fund III-B, L.P. and AH Bio Fund III-Q, L.P. (collectively, the "AH Bio Fund III Entities"). AH Equity Partners Bio III, L.L.C. ("AH EP Bio III") is the general partner of the AH Bio Fund III Entities and may be deemed to exercise voting and investment discretion with respect to securities directly held by them.

8. Pursuant to the Issuer's Restated Certificate of Incorporation, upon closing of the Issuer's initial public offering of its Common Stock, each share of Series D Convertible Preferred Stock automatically converted into shares of Common Stock at a ratio of 1-for-0.224084614. The securities have no expiration date.

9. The securities reported in this row are held by AH Bio Fund IV, L.P., for itself and as nominee for: (i) AH Bio Fund IV-B, L.P.; (ii) AH 2022 Annual Fund, L.P.; (iii) AH 2022 Annual Fund-B, L.P.; (iv) AH 2022 Annual Fund-QC, L.P.; and (v) CLF Partners III, LP (collectively, the "AH Bio Fund IV Entities"). AH Equity Partners Bio IV, L.L.C. ("AH EP Bio IV") is the general partner of the AH Bio Fund IV Entities and may be deemed to exercise voting and investment discretion with respect to securities directly held by them.

10. The securities reported in this row are held by Andreessen Horowitz LSV Fund III, L.P. ("AH LSV Fund III"), for itself and as nominee for Andreessen Horowitz LSV Fund III-B, L.P. ("AH LSV Fund III-B") and AH 2022 Annual Fund, L.P. ("AH 2022 Annual") and, collectively with AH LSV Fund III and AH LSV Fund III-B, the "AH LSV Fund III Entities"). AH Equity Partners LSV III, L.L.C. ("AH EP LSV III") is the general partner of AH LSV Fund III and AH LSV Fund III-B and may be deemed to exercise voting and investment discretion with respect to securities directly held by them. AH Equity Partners 2022 Annual Fund, L.L.C. ("AH EP 2022 Annual") is the general partner of AH 2022 Annual and may be deemed to exercise voting and investment discretion with respect to securities directly held by it. The AH Bio Fund I Entities, the AH Bio Fund III Entities, the AH Bio Fund IV Entities and the AH LSV Fund III Entities are collectively referred to herein as the "AH Fund Entities."

/s/ Dov A. Goldstein as  
attorney-in-fact

09/27/2024

\*\* 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.

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