

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Morgen Eric</u> (Last) (First) (Middle) C/O BIOAGE LABS, INC. 1445A SOUTH 50TH STREET (Street) RICHMOND CA 94804 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/25/2024	3. Issuer Name and Ticker or Trading Symbol <u>BioAge Labs, Inc. [BIOA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	67,225	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	09/16/2028	Common Stock	79,399	3.08	D	
Stock Option (Right to Buy)	(2)	04/29/2031	Common Stock	92,815	10.27	D	
Stock Option (Right to Buy)	(3)	05/28/2032	Common Stock	42,867	6.57	D	
Stock Option (Right to Buy)	(4)	03/15/2033	Common Stock	42,867	10.85	D	
Stock Option (Right to Buy)	(5)	04/16/2034	Common Stock	257,973	8.39	D	
Stock Option (Right to Buy)	(6)	12/09/2029	Common Stock	1,233	3.89	I	By Spouse ⁽⁷⁾
Stock Option (Right to Buy)	(8)	06/30/2030	Common Stock	493	4.11	I	By Spouse ⁽⁷⁾
Stock Option (Right to Buy)	(9)	04/29/2031	Common Stock	6,274	10.27	I	By Spouse ⁽⁷⁾
Stock Option (Right to Buy)	(10)	05/28/2032	Common Stock	2,464	6.57	I	By Spouse ⁽⁷⁾
Stock Option (Right to Buy)	(11)	03/15/2033	Common Stock	2,464	10.85	I	By Spouse ⁽⁷⁾
Stock Option (Right to Buy)	(12)	04/16/2034	Common Stock	13,598	8.39	I	By Spouse ⁽⁷⁾

Explanation of Responses:

- The option is fully vested. Pursuant to the terms of the reporting person's award agreement with the Issuer, the award became fully vested on February 21, 2022.
- The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on January 16, 2021, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
- The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on April 1, 2022, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
- The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on April 1, 2023, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
- The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on May 17, 2024, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date. Additionally, the entire award is exercisable at any time pursuant to an early exercise feature of the option award.
- The option is fully vested. Pursuant to the terms of the reporting person's award agreement with the Issuer, the award became fully vested on September 25, 2023.

7. Represents an employee stock option directly held by the reporting person's spouse.

8. The option is fully vested. Pursuant to the terms of the reporting person's award agreement with the Issuer, the award became fully vested on February 24, 2024.

9. The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on March 15, 2021, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.

10. The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on April 1, 2022, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.

11. The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on April 1, 2023, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.

12. The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on May 17, 2024, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.

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

09/25/2024

** 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 5 (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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kristen Fortney, Dov A. Goldstein, and Shane Barton (each, an “*Attorney-in-Fact*”), as long as such individual is providing services to BioAge Labs, Inc., a Delaware corporation (the “*Company*”), acting individually, as the undersigned’s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of the Company, Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 (as amended, the “*Exchange Act*”), and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4, and 5, and any amendments thereto, and file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, if required; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the Attorney-in-Fact may approve in the Attorney-in-Fact’s discretion.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the Attorney-in-Fact may rely entirely on information furnished orally or in writing by the undersigned to the Attorney-in-Fact. The undersigned also agrees to indemnify and hold harmless the Company and the Attorney-in-Fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to the Attorney-in-Fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4, or 5 (including amendments thereto) and agrees to reimburse the Company and the Attorney-in-Fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned’s holdings of, and transactions in securities issued by, the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of August, 2024.

By: /s/ Eric Morgen
Name: Eric Morgen