

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Cormorant Asset Management, LP</u>  (Last) (First) (Middle) 200 CLARENDON STREET 52ND FLOOR  (Street) BOSTON MA 02116  (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 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)
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**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			
Series D Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	5,263,772 <sup>(2)</sup>	(1)	I	See footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>Cormorant Asset Management, LP</u>  (Last) (First) (Middle) 200 CLARENDON STREET 52ND FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Cormorant Private Healthcare Fund IV LP</u>  (Last) (First) (Middle) 200 CLARENDON STREET 52ND FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)
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1. Name and Address of Reporting Person*
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## Cormorant Private Healthcare Fund V LP

(Last) (First) (Middle)

200 CLARENDON STREET  
52ND FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

### 1. Name and Address of Reporting Person\*

Chen Bihua

(Last) (First) (Middle)

C/O CORMORANT ASSET MANAGEMENT, LP  
200 CLARENDON STREET, 52ND FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

### Explanation of Responses:

1. Each share of the Series D Redeemable Convertible Preferred Stock ("Series D Preferred Stock") is currently convertible into, and upon the closing of the Issuer's initial public offering of Common Stock will automatically convert into, 0.224084614 shares of Common Stock. The Series D Preferred Stock has no expiration date.
2. Represents (i) 173,704 shares of Series D Preferred Stock beneficially owned by the Master Fund (defined below), (ii) 2,769,271 shares of Series D Preferred Stock beneficially owned by Fund IV (defined below) and (iii) 2,320,797 shares of Series D Preferred Stock beneficially owned by Fund V (defined below).
3. Cormorant Asset Management, LP ("Cormorant") serves as the investment manager of Cormorant Global Healthcare Master Fund, LP (the "Master Fund"), Cormorant Private Healthcare Fund IV, LP ("Fund IV") and Cormorant Private Healthcare Fund V, LP ("Fund V"). Cormorant Global Healthcare GP, LLC ("GP LLC"), Cormorant Private Healthcare GP IV, LLC ("GP IV") and Cormorant Private Healthcare GP V, LLC ("GP V") serve as General Partner of the Master Fund, Fund IV and Fund V, respectively. Bihua Chen serves as manager of Cormorant, GP LLC, GP IV and GP V. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.

CORMORANT ASSET  
MANAGEMENT, LP By: /s/ Bihua Chen, Managing  
Member 09/25/2024

CORMORANT PRIVATE  
HEALTHCARE FUND  
IV, LP By: Cormorant  
Private Healthcare GP IV,  
LLC, its General Partner  
By: /s/ Bihua Chen,  
Managing Member 09/25/2024

CORMORANT PRIVATE  
HEALTHCARE FUND V,  
LP By: Cormorant Private  
Healthcare GP V, LLC, its  
General Partner By: /s/  
Bihua Chen, Managing  
Member 09/25/2024

BIHUA CHEN By: /s/  
Bihua Chen, Individually. 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.