SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

3235-0104 OMB Number:

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and A		* 2. Date of Requirin		3. Issuer Name and Ticker or Trading Symbol <u>Tyra Biosciences, Inc.</u> [TYRA]							
Boxer Capital, LLC (Last) (First) (Middle) 12860 EL CAMINO REAL, SUITE 300			09/14/2		4. Relationship of Reporting Person(s) Issuer (Check all applicable) Director X 10% Ov Officer (give Other (s title below)		wner (specify	Fileo 6. In	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) SAN CA 92130				х			Form filed by One Reporting Person X Form filed by More than One Reporting Person				
(City)	(State)	(Zip)									
Table I - Non-De 1. Title of Security (Instr. 4)				on-Deriva	tive Securities Ben 2. Amount of Securities Beneficially Owned (Ins 4)	5 3. Own	ership Direct ndirect		ture of Indiree ership (Instr. !		
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		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security		or Indirect (I) (Instr. 5)	5)	
Series A Preferred Stock			(1)	(1)	Common Stock	3,844,780	0.0	0	D ⁽²⁾		
Series A Preferred Stock		(1)	(1)	Common Stock	248,093	0.0	0	D ⁽³⁾			
Series B Preferred Stock		(1)	(1)	Common Stock	1,853,579	0.0	0	D ⁽²⁾			
Series B Preferred Stock		(1)	(1)	Common Stock	40,002	0.0	0	D ⁽³⁾			
	1. Name and Address of Reporting Person [*] Boxer Capital, LLC										
(Last) (First) (Middle) 12860 EL CAMINO REAL, SUITE 300											
(Street) SAN DIEGO CA 9		92130									
(City)	(City) (State) (Zip)		(Zip)	_							
1. Name and Address of Reporting Person [*] Boxer Asset Management Inc.											
(Last)(First)(Middle)C/O CAY HOUSE P.O. BOX N-7776 E.P.TAYLOR DRIVE LYFORD CAY											
(Street) NEW PROVIDENCE C5 N7			N7776								

(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>LEWIS JOSEPH</u>								
(Last)	(First)	(Middle)						
	Z/O CAY HOUSE P.O. BOX N-7776 E.P. AYLOR DRIVE LYFORD CAY							
(Street) NEW PROVIDENCE	C5							
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] MVA Investors, LLC								
(Last) 11682 EL CAM	(First) INO REAL, SUI	(Middle) FE 300						
(Street) SAN DIEGO	СА	92130						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Davis Aaron I.								
(Last) 12860 EL CAM	(First) IINO REAL, SUI	(Middle) TE 300						
(Street) SAN DIEGO	СА	92130						
(City)	(State)	(Zip)						

Explanation of Responses:

1. The shares of Series A Preferred Stock and Series B Preferred Stock are convertible, at any time, at the holder's election, to shares of the Issuer's common stock at a ratio of 1-for-2.5974. In addition, effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series A Preferred Stock and Series B Preferred Stock will automatically convert to shares of the Issuer's common stock at a ratio of 1-for-2.9574. The Series A Preferred Stock and Series B Preferred Stock has no expiration date.

2. These securities are held directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) Joseph C. Lewis, (iv) MVA Investors, LLC and (v) Aaron I. Davis (collectively, the "Boxer Group"), and indirectly by Boxer Management and Joseph C. Lewis by virtue of their ownership in Boxer Capital. Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

3. These securities are held directly by MVA Investors, which may be deemed to be a member of the Boxer Group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, and indirectly by Mr. Davis who is a member of and has voting and dispositive power over securities held by MVA Investors. Each member of the Boxer Group other than MVA Investors disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

Remarks:

Boxer Capital, LLC, By: /s/ Aaron I. Davis, Aaron I. Davis, Chief Executive Officer	<u>09/14/2021</u>
Boxer Asset Management Inc., By: /s/ Jason C. Callender, Jason C. Callender, Director	<u>09/14/2021</u>
<u>/s/ Joseph C. Lewis</u>	09/14/2021
MVA Investors, LLC, By: /s/ Aaron I. Davis, Aaron I. Davis, Chief Executive Officer	<u>09/14/2021</u>
<u>/s/ Aaron I. Davis</u> ** Signature of Reporting Person	<u>09/14/2021</u> 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.