

**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

| 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).

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*<br><u>Mulay James</u><br><br>(Last) (First) (Middle)<br>C/O CG ONCOLOGY, INC.<br>3000 PEGASUS PARK DRIVE, SUITE 1640<br><br>(Street)<br>DALLAS TX 75247<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CG Oncology, Inc. [ CGON ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/15/2026                   |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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                    | 06/15/2026                           |  | M                              |   | 654   | A          | \$3.72  | 654   | D  |   |
| Common Stock                    | 06/15/2026                           |  | S <sup>(1)</sup>               |   | 654   | D          | \$60.12 | 0   | D  |   |
| Common Stock                    | 06/15/2026                           |  | M                              |   | 1,310   | A          | \$12.59 | 1,310   | D  |   |
| Common Stock                    | 06/15/2026                           |  | S <sup>(1)</sup>               |   | 1,310   | D          | \$60.12 | 0   | D  |   |

**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 |
| Director Stock Option (right to buy)       | \$3.72   | 06/15/2026                           |  | M                              |   |  | 654   | (2)  | 06/13/2033      | Common Stock  | 654  | \$0  | 0   | D  |       |
| Director Stock Option (right to buy)       | \$12.59  | 06/15/2026                           |  | M                              |   |  | 1,310 | (3)  | 12/12/2033      | Common Stock  | 1,310                                      | \$0  | 2,620   | D  |       |

**Explanation of Responses:**

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 27, 2026.
- The stock option vested in 36 substantially equal monthly installments beginning on July 14, 2023.
- The stock option vests in 36 substantially equal monthly installments beginning on January 13, 2024.

/s/ Joshua F. Patterson,  
Attorney-in-Fact for James J. Mulay 06/16/2026

\*\* 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.