
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CG Oncology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

156944100

(CUSIP Number)

**Kelly Zelezen
Kleinberg, Kaplan, Wolff & Cohen, P.C., 500 Fifth Avenue
New York, NY, 10110
(212) 986-6000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

10/06/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 156944100

Name of reporting person

1

Seven Fleet Master Fund LP

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

1,515,151.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

With:

Shared Dispositive Power

10

1,515,151.00

Aggregate amount beneficially owned by each reporting person

11 1,515,151.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 1.9 %

Type of Reporting Person (See Instructions)

14 PN

SCHEDULE 13D

CUSIP No. 156944100

Name of reporting person

1 Seven Fleet Capital Management LP

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 CAYMAN ISLANDS

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	1,515,151.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	1,515,151.00
	Aggregate amount beneficially owned by each reporting person
11	1,515,151.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	1.9 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No. 156944100

1	Name of reporting person
	Seven Fleet Capital Management GP LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	1,515,151.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	1,515,151.00
11	Aggregate amount beneficially owned by each reporting person

1,515,151.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

1.9 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 156944100

Name of reporting person

1

Brian Liu

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

27,682.00

Number of Shares

Shared Voting Power

Beneficially 8

1,515,151.00

Owned by

Sole Dispositive Power

Each

9

Reporting Person

27,682.00

With:

Shared Dispositive Power

10

1,515,151.00

Aggregate amount beneficially owned by each reporting person

11

1,542,833.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

2.0 %

Type of Reporting Person (See Instructions)

14

IN

Comment for Type of Note to Rows 7 and 9: Dr. Liu has been awarded 39,765 options by the Issuer in consideration for his services as a director of the Company, of which 23,655 are currently vested, 4,027 are unvested but will vest within 60 days of

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

- (a) Common Stock, par value \$0.0001 per share

Name of Issuer:

- (b) CG Oncology, Inc.

Address of Issuer's Principal Executive Offices:

- (c) 400 SPECTRUM CENTER DRIVE, SUITE 2040, IRVINE, CALIFORNIA , 92618.

Item 1 Comment: The following constitutes Amendment No. 1 to the Schedule 13D previously filed by the undersigned ("Amendment No. 1") with respect to CG Oncology, Inc. This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background

This joint statement on Schedule 13D is being filed by Seven Fleet Master Fund LP ("Seven Fleet Master Fund"), Seven Fleet Capital Management LP ("Seven Fleet Management"), Seven Fleet Capital Management GP LLC ("Seven Fleet Management GP" and together with Seven Fleet Master Fund and Seven Fleet Management GP, the "Reporting Entities") and Dr. Brian Liu (the "Reporting Individual"). The Reporting Entities and the Reporting Individual are collectively referred to as the "Reporting Persons."

- (a) The address of the principal business office of each Reporting Person is 960 San Clemente Way, Mountain View CA 94043.

- (b) The principal business of Seven Fleet Master Fund is acquiring, holding and disposing of investment securities. The principal business of Seven Fleet Management is serving as the investment manager of Seven Fleet Master Fund. The principal business of Seven Fleet Management GP is serving as the general partner of Seven Fleet Management. The principal business of Dr. Liu is serving as the managing member of Seven Fleet Management GP.

- (c) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (d) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (e) Seven Fleet Master Fund is a limited partnership organized under the laws of the Cayman Islands. Seven Fleet Management is a limited partnership organized under the laws of the State of Delaware. Seven Fleet Management GP is a limited liability company organized under the laws of the State of Delaware. The Reporting Individual is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and restated in its entirety as follows: The Shares held by Seven Fleet Master Fund were purchased with working capital of Seven Fleet Partners LP and contributed to Seven Fleet Master Fund. The aggregate purchase price of the 1,515,151 Shares beneficially owned by Seven Fleet Master Fund is approximately \$49,999,983, excluding brokerage commissions. The Shares directly owned by Dr. Liu were granted to Dr. Liu in consideration for his service as a director of the Issuer.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended to add the following: The Reporting Persons effected an internal restructuring into a master-feeder structure, pursuant to which Seven Fleet Partners LP contributed, for no consideration, all of the 1,515,151 Shares it then held to Seven Fleet Master Fund LP on October 6, 2025 (the "Contribution Date"). Following the Contribution Date, Seven Fleet Partners LP no longer beneficially owns any securities of the Issuer and has ceased to be a reporting person with respect to this Schedule 13D. The restructuring and contribution did not result in any change to Dr. Liu's pecuniary interest in the Shares. This Amendment is being filed pursuant to Rule 13d-2(a) to reflect material changes in the information previously reported, including (i) the restructuring and contribution described above, which changed the identity of the reporting persons and person-level beneficial ownership, and (ii) a correction to the identity of the investment manager disclosed in the initial Schedule 13D. The initial Schedule 13D incorrectly identified "Seven Fleet Advisors" as a reporting person and as the investment manager. The correct investment manager is Seven Fleet Management, and its general partner is Seven Fleet Management GP.

Item 5. Interest in Securities of the Issuer

- (a) The percentages used in this Schedule 13D are based upon 77,790,414 Shares outstanding, which is the sum of (i)

76,247,581 Shares as of August 6, 2025, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2025, (ii) the 1,515,151 Shares purchased by Seven Fleet Partners LP on September 11, 2025, and (iii) the 27,682 Shares underlying certain options granted to Dr. Liu which are exercisable within 60 days. See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of Shares and percentage of the Shares beneficially owned by each of the Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own. Longitude Capital Management Co. LLC (together with its affiliates, "Longitude") and Seven Fleet Management have instituted policies and procedures that may affect the acquisition, holding and disposition of securities held by Seven Fleet. As a result of such policies and procedures, the Reporting Persons and Longitude may be deemed to be members of a group within the meaning of Section 13(d)(3) of the Exchange Act. As of the date hereof, based on information provided by or on behalf of Longitude, Longitude may be deemed to be the beneficial owner of 4,662,281 Shares, constituting 6.0% of the number of Shares outstanding (calculated based on the total Shares outstanding as set forth above in this Section 5(a)). Notwithstanding such policies and procedures, the Reporting Persons expressly disclaim such group membership and beneficial ownership over any Shares that they may be deemed to beneficially own by reason of such policies and procedures. This Schedule 13D shall not be deemed an admission that the Reporting Persons are members of a group for purposes of Section 13 of the Exchange Act or for any other purpose.

- (b) See rows (7) through (10) of the cover pages to this Schedule 13D, including the notes relating thereto, for the number of Shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and the sole or shared power to dispose or to direct the disposition.
- (c) The Reporting Persons have not entered into any transactions in the Common Stock since the later of (1) the last update to this Schedule 13D or (2) the past sixty days, except as follows: (i) On October 6, 2025, Seven Fleet Partners LP contributed all of the 1,515,151 Shares held by it to Seven Fleet Master Fund for no consideration.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is amended to add the following: On October 28, 2025, 2025, the Reporting Persons entered into an Amended and Restated Joint Filing Agreement in which (a) certain parties were added, and certain other parties were removed, as parties to such Joint Filing Agreement. The Amended and Restated Joint Filing Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Ex. 99.2 Amended and Restated Joint Filing Agreement to Schedule 13D by and among Seven Fleet Master Fund LP, Seven Fleet Capital Management LP and Dr. Brian Liu.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Seven Fleet Master Fund LP

Signature: /s/ Dr. Brian Liu

Name/Title: Dr. Brian Liu, Managing Member of Seven Fleet Capital Management LP, its Investment Mgr and Seven Fleet Capital Management GP, LLC, its Gen'l Ptr

Date: 10/28/2025

Seven Fleet Capital Management LP

Signature: /s/ Dr. Brian Liu

Name/Title: Dr. Brian Liu, Managing Member of Seven Fleet Capital Management GP, LLC, its General Partner

Date: 10/28/2025

Seven Fleet Capital Management GP LLC

Signature: /s/ Dr. Brian Liu

Name/Title: Dr. Brian Liu, Managing Member

Date: 10/28/2025

Brian Liu

Signature: /s/ Dr. Brian Liu

Name/Title: Dr. Brian Liu

Date: 10/28/2025

EXHIBIT 99.2**AMENDED AND RESTATED JOINT FILING AGREEMENT**

The undersigned hereby agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: October 28, 2025

SEVEN FLEET MASTER FUND LP

By: Seven Fleet Capital Management LP, its Investment Manager

By: Seven Fleet Capital Management GP, LLC, its General Partner

By: /s/ Dr. Brian Liu

Dr. Brian Liu

Its: Managing Member

SEVEN FLEET CAPITAL MANAGEMENT LP

By: Seven Fleet Capital Management GP, LLC, its General Partner

By: /s/ Dr. Brian Liu

Dr. Brian Liu

Its: Managing Member

SEVEN FLEET CAPITAL MANAGEMENT GP LLC

By: /s/ Dr. Brian Liu

Dr. Brian Liu

Its: Managing Member

/s/ Dr. Brian Liu

Dr. Brian Liu