

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Decheng Capital Global Life Sciences Fund IV, L.P.</u> (Last) (First) (Middle) <u>UGLAND HOUSE, PO BOX 309</u> (Street) <u>GRAND CAYMAN E9 KY1-1104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CG Oncology, Inc. [CGON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	01/29/2024		C		3,628,198	A	(1)	4,558,812	D ⁽²⁾	
Common Stock	01/29/2024		P		400,000	A	\$19	400,000	I	By Decheng Capital Global Healthcare Fund (Master), LP ⁽³⁾

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	Amount or Number of Shares				
Series C Preferred Stock	(1)	01/29/2024		C		8,644,891		(1)	(1)	Common Stock	906,648	(1)	0	D ⁽²⁾	
Series E Preferred Stock	(1)	01/29/2024		C		21,547,685		(1)	(1)	Common Stock	2,259,851	(1)	0	D ⁽²⁾	
Series F Preferred Stock	(1)	01/29/2024		C		4,402,320		(1)	(1)	Common Stock	461,701	(1)	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Decheng Capital Global Life Sciences Fund IV, L.P.
 (Last) (First) (Middle)
UGLAND HOUSE, PO BOX 309
 (Street)
GRAND CAYMAN E9 KY1-1104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Decheng Capital Management IV (Cayman), LLC
 (Last) (First) (Middle)
UGLAND HOUSE, PO BOX 309
 (Street)
GRAND CAYMAN E9 KY1-1104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
Decheng Capital Global Healthcare Fund (Master), LP		
(Last)	(First)	(Middle)
UGLAND HOUSE, PO BOX 309		
(Street)		
GRAND CAYMAN E9		KY1-1104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Decheng Capital Global Healthcare GP, LLC		
(Last)	(First)	(Middle)
UGLAND HOUSE, PO BOX 309		
(Street)		
GRAND CAYMAN E9		KY1-1104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Cui Xiangmin		
(Last)	(First)	(Middle)
UGLAND HOUSE, PO BOX 309		
(Street)		
GRAND CAYMAN E9		KY1-1104
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of the Issuer's preferred stock is convertible into shares of the Issuer's common stock at the holder's election and has no expiration date. The preferred stock automatically converted into common stock upon the closing of the Issuer's initial public offering.
- These securities are held directly by Decheng Capital Global Life Sciences Fund IV, L.P. ("Fund IV"). Decheng Capital Management IV (Cayman), LLC ("GP IV") is the general partner of Fund IV. Xiangmin Cui is the manager of GP IV. Each of Fund IV, GP IV and Dr. Cui may be deemed to beneficially own the securities held by Fund IV. Each of GP IV and Dr. Cui disclaims beneficial ownership of these securities, except to the extent of its or his proportionate pecuniary interest therein.
- These securities are held directly by Decheng Capital Global Healthcare Fund (Master), LP ("Healthcare"). Decheng Capital Global Healthcare GP, LLC ("Healthcare GP") is the general partner of Healthcare. Xiangmin Cui is the manager of Healthcare GP. Each of Healthcare GP and Dr. Cui may be deemed to beneficially own the securities held by Healthcare. Each of Healthcare GP and Dr. Cui disclaims beneficial ownership of these securities, except to the extent of its or his proportionate pecuniary interest therein.

[Decheng Capital Global Life Sciences Fund IV, L.P., By Decheng Capital Management IV \(Cayman\), LLC, its General Partner, By /s/ Xiangmin Cui, Manager](#) 01/31/2024

[Decheng Capital Management IV \(Cayman\), LLC, By /s/ Xiangmin Cui, Manager](#) 01/31/2024

[Decheng Capital Global Healthcare Fund \(Master\), LP, By Decheng Capital Global Healthcare GP, LLC, its General Partner, By Decheng Capital SV LLC, its Manager, By Decheng Capital LLC, its Manager, By /s/ Xiangmin Cui, Manager](#) 01/31/2024

[Decheng Capital Global Healthcare GP, LLC, By Decheng Capital SV LLC, its Manager, By Decheng Capital LLC, its Manager, By /s/ Xiangmin Cui, Manager](#) 01/31/2024

[/s/ Xiangmin Cui](#) 01/31/2024

** 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 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.