

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

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

1. Name and Address of Reporting Person* <u>Decheng Capital Global Life Sciences Fund IV, L.P.</u> (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG. 2, SUITE 110 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CG Oncology, Inc. [CGON]</u> 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2024 4. If Amendment, Date of Original Filed (Month/Day/Year) 01/31/2024	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) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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		P		400,000	A	\$19	4,958,810	D ⁽¹⁾	

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Decheng Capital Global Life Sciences Fund IV, L.P.
 (Last) (First) (Middle)
 3000 SAND HILL ROAD, BLDG. 2, SUITE 110
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Decheng Capital Management IV (Cayman), LLC
 (Last) (First) (Middle)
 3000 SAND HILL ROAD, BLDG. 2, SUITE 110
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Decheng Capital Global Healthcare Fund (Master), LP
 (Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 110

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Decheng Capital Global Healthcare GP, LLC](#)

(Last)

(First)

(Middle)

3000 SAND HILL ROAD, BLDG. 2, SUITE 110

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Cui Xiangmin](#)

(Last)

(First)

(Middle)

C/O DECHENG CAPITAL

3000 SAND HILL ROAD, BLDG. 2, SUITE 110

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

Explanation of Responses:

1. 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.

Remarks:

This Form 4 amendment is being filed to correct the original Form 4 filed on January 31, 2024, which inadvertently omitted the purchase of Common Stock reported herein.

[Decheng Capital Global Life Sciences Fund IV, L.P., By Decheng Capital Management IV \(Cayman\), LLC, its General Partner, By /s/ Xiangmin Cui, Manager](#) [04/09/2024](#)
[Decheng Capital Management IV \(Cayman\), LLC, By /s/ Xiangmin Cui, Manager](#) [04/09/2024](#)
[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](#) [04/09/2024](#)
[Decheng Capital Global Healthcare GP, LLC, By Decheng Capital SV LLC, its Manager, By Decheng Capital LLC, its Manager, By /s/ Xiangmin Cui, Manager](#) [04/09/2024](#)
[/s/ Xiangmin Cui](#) [04/09/2024](#)
** 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.