

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

CG Oncology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

(CUSIP Number)

06/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

- Names of Reporting Persons
- 1Foresite Capital Fund V, L.P.
- Check the appropriate box if a member of a Group (see instructions)
- 2☐ (a)
- ☒ (b)
- 3Sec Use Only
- Citizenship or Place of Organization
- 4DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	1,079,050.00	
		Shared Voting Power
	6	
	0.00	
		Sole Dispositive Power
	7	
	1,079,050.00	
		Shared Dispositive Power
	8	
	0.00	

9	Aggregate Amount Beneficially Owned by Each Reporting Person
	1,079,050.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	1.2 %
12	Type of Reporting Person (See Instructions)
	PN

Comment for Type of Reporting Person: Note to Row 5: 1,079,050 shares, except that Foresite Capital Management V, LLC ("FCM V"), the general partner of Foresite Capital Fund V, L.P. ("FCF V"), may be deemed to have sole power to vote these shares, and James B.Tananbaum ("Tananbaum"), the managing member of FCM V, may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to Row 7: 1,079,050 shares, except that FCM V, the general partner of FCF V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM V, may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of CG Oncology, Inc. (the "Issuer") as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons	
	Foresite Capital Management V, LLC	
	Check the appropriate box if a member of a Group (see instructions)	
2	☐ (a)	
	☒ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization	
	DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	1,079,050.00	
		Shared Voting Power
	6	
	0.00	
		Sole Dispositive Power
	7	
	1,079,050.00	

8	Shared Dispositive Power
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	1,079,050.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	1.2 %
12	Type of Reporting Person (See Instructions)
	OO

Comment for Type of Reporting Person: Note to Row 5: 1,079,050 shares, all of which are directly owned by FCF V. FCM V, the general partner of FCF V, may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM V, may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to Row 7: 1,079,050 shares, all of which are directly owned by FCF V. FCM V, the general partner of FCF V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM V, may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of the Issuer as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons
	Foresite Capital Opportunity Fund V, L.P.
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	857,550.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	857,550.00
	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	857,550.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐

11	Percent of class represented by amount in row (9)
	1.0 %
	Type of Reporting Person (See Instructions)
12	PN

Comment for Type of Reporting Person: Note to Row 5: 857,550 shares, except that Foresite Capital Opportunity Management V, LLC ("FCM Opp V"), the general partner of Foresite Capital Opportunity Fund V, L.P. ("FCF Opp V"), may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to Row 7: 857,550 shares, except that FCM Opp V, the general partner of FCF Opp V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of the Issuer as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

CUSIP No.

	Names of Reporting Persons
1	Foresite Capital Opportunity Management V, LLC
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	DELAWARE
	Sole Voting Power
5	857,550.00
Number of	Shared Voting Power
Shares	
Beneficially	6 0.00
Owned by	Sole Dispositive Power
Each	
Reporting	7 857,550.00
Person	Shared Dispositive
With:	8 Power
	0.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	857,550.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	☐
	Percent of class represented by amount in row (9)
11	1.0 %
	Type of Reporting Person (See Instructions)
12	OO

Comment for Type of Reporting Person: Note to Row 5: 857,550 shares, all of which are directly owned by FCF Opp V. FCM Opp V, the general partner of FCF Opp V, may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to

Row 7: 857,550 shares, all of which are directly owned by FCF Opp V. FCM Opp V, the general partner of FCF Opp V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of the Issuer as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

CUSIP No.

	Names of Reporting Persons
1	Foresite Capital Fund VI LP
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	DELAWARE
	Sole Voting Power
5	2,369,574.00
Number of	Shared Voting Power
Shares	6
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	7
Reporting	2,369,574.00
Person	Shared Dispositive
With:	Power
	8
	0.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	2,369,574.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	☐
	Percent of class represented by amount in row (9)
11	2.7 %
	Type of Reporting Person (See Instructions)
12	PN

Comment for Type of Reporting Person: Note to Row 5: 2,369,574 shares, except that Foresite Capital Management VI LLC ("FCM VI"), the general partner of Foresite Capital Fund VI LP ("FCF VI"), may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to Row 7: 2,369,574 shares, except that FCM VI, the general partner of FCF VI, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of the Issuer as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons
	Foresite Capital Management VI LLC
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	DELAWARE
	Sole Voting Power
5	2,369,574.00
Number of	Shared Voting Power
Shares	6
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	7
Reporting	2,369,574.00
Person	Shared Dispositive
With:	8
	Power
	0.00
	Aggregate Amount Beneficially Owned by Each Reporting Person
9	2,369,574.00
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10	☐
	Percent of class represented by amount in row (9)
11	2.7 %
	Type of Reporting Person (See Instructions)
12	OO

Comment for Type of Reporting Person: Note to Row 5: 2,369,574 shares, all of which are directly owned by FCF VI. FCM VI, the general partner of FCF VI, may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to Row 7: 2,369,574 shares, all of which are directly owned by FCF VI. FCM VI, the general partner of FCF VI, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of the Issuer as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons
	James B. Tananbaum
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only

4 Citizenship or Place of Organization

UNITED STATES

Sole Voting Power

5

4,306,174.00

Number of
Shares

Shared Voting Power

Beneficially

6

0.00

Owned by
Each

Sole Dispositive Power

Reporting

7

4,306,174.00

Person

With:

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

4,306,174.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10



Percent of class represented by amount in row (9)

11

4.9 %

Type of Reporting Person (See Instructions)

12

IN

Comment for Type of Reporting Person: Note to Row 5: 4,306,174 shares, of which 1,079,050 shares are directly owned by FCF V, 857,550 shares are directly owned by FCF Opp V and 2,369,574 shares are directly owned by FCF VI. Tananbaum is the managing member of each of FCM V, which is the general partner of FCF V, FCM Opp V, which is the general partner of FCF Opp V, and FCM VI, which is the general partner of FCF VI. Tananbaum may be deemed to have sole power to vote these shares. Note to Row 6: See response to Row 5. Note to Row 7: 4,306,174 shares, of which 1,079,050 shares are directly owned by FCF V, 857,550 shares are directly owned by FCF Opp V and 2,369,574 shares are directly owned by FCF VI. Tananbaum is the managing member of each of FCM V, which is the general partner of FCF V, FCM Opp V, which is the general partner of FCF Opp V, and FCM VI, which is the general partner of FCF VI. Tananbaum may be deemed to have sole power to dispose of these shares. Note to Row 8: See response to Row 7. Note to Row 11: This percentage is calculated based upon 88,640,375 shares of Common Stock outstanding of the Issuer as of August 4, 2026, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2026.

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

CG Oncology, Inc.

Address of issuer's principal executive offices:

(b)

3000 Pegasus Park Drive, Suite 1640, Dallas, TX 75247

Item 2.

Name of person filing:

(a)

This Schedule is filed by Foresite Capital Fund V, L.P., a Delaware limited partnership, Foresite Capital Management V, LLC, a Delaware limited liability company, Foresite Capital Opportunity Fund V, L.P., a Delaware limited partnership, Foresite Capital Opportunity Management V, LLC, a Delaware limited liability company, Foresite Capital Fund VI LP, a Delaware limited partnership, Foresite Capital Management VI LLC, a Delaware limited liability company and James B. Tananbaum. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Address or principal business office or, if none, residence:

(b)

c/o Foresite Capital Management 9200 Sunset Boulevard, Suite PH1 West Hollywood, CA 90069

(c) Citizenship:

See Row 4 of cover page for each Reporting Person.
Title of class of securities:

(d) Common Stock, par value \$0.0001

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) See Row 9 of cover page for each Reporting Person.
Percent of class:
- (b) See Row 11 of cover page for each Reporting Person. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Under certain circumstances set forth in the limited partnership agreements of FCF V, FCF Opp V and FCF VI and the limited liability company agreements of FCM V, FCM Opp V and FCM VI, the partners or members, as the case

may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer directly or indirectly owned by each such entity of which they are a partner or member.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Foresite Capital Fund V, L.P.

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum, Managing Member of the
General Partner

Date: 08/14/2026

Foresite Capital Management V, LLC

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum, Managing Member

Date: 08/14/2026

Foresite Capital Opportunity Fund V, L.P.

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum, Managing Member of the
General Partner

Date: 08/14/2026

Foresite Capital Opportunity Management V, LLC

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum, Managing Member

Date: 08/14/2026

Foresite Capital Fund VI LP

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum, Managing Member of the
General Partner

Date: 08/14/2026

Foresite Capital Management VI LLC

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum, Managing Member

Date: 08/14/2026

James B. Tananbaum

Signature: /s/ James B. Tananbaum

Name/Title: James B. Tananbaum

Date: 08/14/2026

Exhibit Information

Exhibit A Agreement of Joint Filing The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of the Issuer shall be filed on behalf of each of the undersigned. Note that a copy of the applicable Agreement of Joint Filing is already on file with the appropriate agencies.