

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Song Hong Fang</u>  (Last) (First) (Middle) <u>C/O ROOM NOS., 4727-34,</u> <u>SUN HUNG KAI CENTRE, 30 HARBOUR ROAD</u>  (Street) <u>WANCHAI K3 0000</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) <input checked="" type="checkbox"/> Director 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		350,771	A	(1)	350,771	D	
Common Stock	01/29/2024		C		1,011,192	A	(1)	1,011,192	I	By Unique Diamond Investments Limited <sup>(2)(3)</sup>
Common Stock	01/29/2024		C		3,930,176	A	(1)	3,930,176	I	By Charming Jade Limited <sup>(3)(4)</sup>
Common Stock	01/29/2024		P		263,157	A	\$19	613,928	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	Amount or Number of Shares				
Series B Preferred Stock	(1)	01/29/2024		C		3,344,608	(1)	(1)	Common Stock	350,771	(1)	0	D		
Series C Preferred Stock	(1)	01/29/2024		C		6,262,967	(1)	(1)	Common Stock	656,839	(1)	0	I	By Unique Diamond Investments Limited <sup>(2)(3)</sup>	
Series D Preferred Stock	(1)	01/29/2024		C		3,378,758	(1)	(1)	Common Stock	354,353	(1)	0	I	By Unique Diamond Investments Limited <sup>(2)(3)</sup>	
Series E Preferred Stock	(1)	01/29/2024		C		37,474,236	(1)	(1)	Common Stock	3,930,176	(1)	0	I	By Charming Jade Limited <sup>(3)(4)</sup>	

**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.
- Unique Diamond Investments Limited is a wholly owned subsidiary of ORI Healthcare Fund, L.P. ORI Capital Inc. is the general partner of ORI Healthcare Fund, L.P.
- Each of ORI Capital Inc. and ORI Capital II Inc. is a wholly owned subsidiary of ORI Capital Holding Inc., which is a wholly owned subsidiary of Healthcare Seed Limited. Ms. Song is the sole owner of Healthcare Seed Limited. As a result of these relationships, each of the foregoing entities and Ms. Song may be deemed to share beneficial ownership over the securities held of record by Unique Diamond Investments Limited and Charming Jade Limited, except to the extent of their pecuniary interests therein.
- Charming Jade Limited is a wholly owned subsidiary of ORI Healthcare Fund II, L.P. ORI Capital II Inc. is the general partner of ORI Healthcare Fund II, L.P.

/s/ Corleen Roche, Attorney-in-Fact for Hong Fang Song 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.