

**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

<p>1. Name and Address of Reporting Person*</p> <p><u>Vivo Opportunity, LLC</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>192 LYTTON AVENUE</p> <hr/> <p>(Street)</p> <p>PALO ALTO CA 94301</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Terns Pharmaceuticals, Inc. [ TERN ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>04/01/2024</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
<p><b>Rule 10b5-1(c) Transaction Indication</b></p> <p><input checked="" 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.</p>		

**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	04/01/2024		s <sup>(4)</sup>		136,255	D	\$6.99 <sup>(5)</sup>	4,203,957	I	By: Vivo Opportunity Fund Holdings, L.P. <sup>(1)</sup>
Common Stock	04/01/2024		s <sup>(4)</sup>		39,411	D	\$6.99 <sup>(5)</sup>	1,997,146	I	By: Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	04/01/2024		s <sup>(4)</sup>		5,451	D	\$6.99 <sup>(5)</sup>	275,772	I	By: Vivo Capital Surplus Fund VIII, L.P. <sup>(3)</sup>
Common Stock	04/02/2024		s <sup>(4)</sup>		76,346	D	\$6.65 <sup>(6)</sup>	4,127,611	I	By: Vivo Opportunity Fund Holdings, L.P. <sup>(1)</sup>
Common Stock	04/02/2024		s <sup>(4)</sup>		22,084	D	\$6.65 <sup>(6)</sup>	1,975,062	I	By: Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	04/02/2024		s <sup>(4)</sup>		3,050	D	\$6.65 <sup>(6)</sup>	272,722	I	By: Vivo Capital Surplus Fund VIII, L.P. <sup>(3)</sup>
Common Stock	04/03/2024		s <sup>(4)</sup>		103,870	D	\$6.2 <sup>(7)</sup>	4,023,741	I	By: Vivo Opportunity Fund Holdings, L.P. <sup>(1)</sup>
Common Stock	04/03/2024		s <sup>(4)</sup>		30,047	D	\$6.2 <sup>(7)</sup>	1,945,015	I	By: Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	04/03/2024		s <sup>(4)</sup>		4,149	D	\$6.2 <sup>(7)</sup>	268,573	I	By: Vivo Capital Surplus Fund VIII, L.P. <sup>(3)</sup>

**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					

1. Name and Address of Reporting Person\*  
[Vivo Opportunity, LLC](#)

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(Last) (First) (Middle)  
 192 LYTTON AVENUE

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(Street)  
 PALO ALTO, CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Vivo Opportunity Fund Holdings, L.P.](#)

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(Last) (First) (Middle)  
 192 LYTTON AVENUE

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(Street)  
 PALO ALTO, CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Vivo Capital VIII, LLC](#)

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 192 LYTTON AVENUE

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(Street)  
 PALO ALTO, CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Vivo Capital Fund VIII, L.P.](#)

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(Street)  
 PALO ALTO, CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Vivo Capital Surplus Fund VIII, L.P.](#)

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(Street)  
 PALO ALTO, CA 94301

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(City) (State) (Zip)

**Explanation of Responses:**

1. The shares are held of record by Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC is the General Partner of Vivo Opportunity Fund Holdings, L.P. Vivo Opportunity, LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

2. The shares are held of record by Vivo Capital Fund VIII, L.P. Vivo Capital VIII, LLC is the General Partner of Vivo Capital Fund VIII, L.P. Vivo Capital VIII, LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
3. The shares are held of record by Vivo Capital Surplus Fund VIII, L.P. Vivo Capital VIII, LLC is the General Partner of Vivo Capital Surplus Fund VIII, L.P. Vivo Capital VIII, LLC disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
4. The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 29, 2023.
5. The price reported herein is a weighted average price. These shares were sold on the open market in multiple transactions at prices ranging from \$6.71 to \$7.30, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (5) to this Form 4.
6. The price reported herein is a weighted average price. These shares were sold on the open market in multiple transactions at prices ranging from \$6.50 to \$6.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (6) to this Form 4.
7. The price reported herein is a weighted average price. These shares were sold on the open market in multiple transactions at prices ranging from \$5.97 to \$6.58, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (7) to this Form 4.

/s/ Kevin Dai, as a managing member of Vivo Opportunity, LLC 04/03/2024

/s/ Kevin Dai, as a managing member of Vivo Opportunity, LLC, the general partner of Vivo Opportunity Fund Holdings, L.P. 04/03/2024

/s/ Jack Nielsen, as a managing member of Vivo Capital VIII, LLC 04/03/2024

/s/ Jack Nielsen, as a managing member of Vivo Capital VIII, LLC, the general partner of Vivo Capital Fund VIII, LP 04/03/2024

/s/ Jack Nielsen, as a managing member of Vivo Capital VIII, LLC, the general partner of Vivo Capital Surplus Fund VIII, L.P. 04/03/2024

\*\* 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.**