

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>Lu Hongbo</u> (Last) (First) (Middle) C/O TERNS PHARMACEUTICALS, INC. 1065 EAST HILLSDALE BLVD., SUITE 100 (Street) FOSTER CITY CA 94404 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TERNS Pharmaceuticals, Inc. [TERN]</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) 08/12/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/12/2022		P		1,123,021	A	\$2.98 ⁽¹⁾	1,480,374	I	See Footnote ⁽²⁾
Common Stock	08/15/2022		P		1,218	A	\$2.99 ⁽³⁾	1,481,592	I	See Footnote ⁽²⁾
Common Stock	08/16/2022		P ⁽⁴⁾		1,500,000	A	\$2.42 ⁽⁴⁾	2,981,592	I	See Footnote ⁽²⁾

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					
Pre-funded Warrants (right to buy)	\$0.0001	08/16/2022		P ⁽⁴⁾		1,500,000		(5)	(5)	Common Stock	1,500,000	1,500,000	I	See Footnote ⁽²⁾

Explanation of Responses:

- The price reported herein is a weighted average price. These shares were acquired on the open market in multiple transactions at prices ranging from \$2.83 to \$3.02, 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 (1) to this Form 4.
- The securities 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. As a managing member of Vivo Opportunity, LLC, Hongbo Lu shares voting and dispositive power over the securities held by Vivo Opportunity Fund Holdings, L.P. with four other managing members but disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein.
- The price reported herein is a weighted average price. These shares were acquired on the open market in multiple transactions at prices ranging from \$2.96 to \$3.00, 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 (3) to this Form 4.
- Vivo Opportunity Fund Holdings, L.P. acquired 1,500,000 shares of Common Stock at \$2.42 per share and 1,500,000 pre-funded warrants at \$2.4199 per warrant in an underwritten offering.
- The pre-funded warrants have no expiration date and are exercisable immediately, subject to a 4.99% beneficial ownership limit.

Remarks:

/s/ Bryan Yoon, as Attorney-in-Fact for Hongbo Lu 08/16/2022

** 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.