

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Burroughs Amy L.</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>Terms Pharmaceuticals, Inc. [TERN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	
	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			

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
Restricted Stock Unit	(1)	03/01/2024		A		150,000		(2)	(2)	Common Stock	150,000	\$0.00	150,000	D	
Stock Option (Right to buy)	\$7.31	03/01/2024		A		1,250,000		(3)	02/28/2034	Common Stock	1,250,000	\$0.00	1,250,000	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents the contingent right to receive, upon vesting, one share of common stock.
- The restricted stock unit award has a four-year term and vests based on the achievement of milestones stock prices with respect to the Issuer's common stock, subject to the Reporting Person's continued employment through the applicable vesting milestones. The restricted stock unit award vests as to 50% of the shares underlying the award if the average closing price of the Issuer's common stock over 30 consecutive trading days equals or exceeds \$15.00 per share and as to the remaining 50% of the shares underlying the award if the average closing price of the Issuer's common stock over 30 consecutive trading days equals or exceeds \$20.00 per share; provided that vesting shall not be deemed to occur earlier than the first anniversary of the Reporting Person's first day of employment and that vesting must be achieved on or before the fourth anniversary of the first day of employment.
- 25% of the shares subject to the option vest on the first anniversary measured from March 1, 2024 (the "Vesting Commencement Date"), and 1/48th of the total number of shares vest monthly thereafter, such that 100% of the shares subject to the option will be fully vested on the fourth anniversary of the Vesting Commencement Date.

Remarks:

/s/ Bryan Yoon, as Attorney-in-Fact for Amy L. Burroughs 03/05/2024

** 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.

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