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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**Terns Pharmaceuticals, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**880881107**  
(CUSIP Number)

**June 6, 2024**  
(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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 880881107

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS<br/>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br>Soleus Capital Master Fund, L.P.      |  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |  |
| <b>3</b>   | <b>SEC USE ONLY</b>  |  |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Cayman Islands  |  |  |
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>5</b>   | <b>SOLE VOTING POWER</b><br>0                    |  |
|  | <b>6</b>   | <b>SHARED VOTING POWER</b><br>3,341,120 (1)      |  |
|  | <b>7</b>   | <b>SOLE DISPOSITIVE POWER</b><br>0               |  |
|  | <b>8</b>   | <b>SHARED DISPOSITIVE POWER</b><br>3,341,120 (1) |  |
| <b>9</b>   | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>3,341,120 (1)   |  |  |
| <b>10</b>  | <b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b><br><input type="checkbox"/>                     |  |  |
| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>5.2% (2)   |  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>FI   |  |  |

**FOOTNOTES**

- (1) The shares of common stock reported in this row are held by Soleus Capital Master Fund, L.P. (“Master Fund”). Soleus Capital, LLC (“Soleus Capital”) is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. Soleus Capital Group, LLC (“SCG”) is the sole managing member of Soleus Capital. Mr. Guy Levy is the sole managing member of SCG. Each of SCG, Soleus Capital and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 64,677,145 shares of the common stock of the Issuer (“Common Stock”) outstanding as of May 3, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q for the period ended March 31, 2024 filed with the Securities and Exchange Commission on May 13, 2024 (the “Form 10-Q”).

CUSIP No. 880881107

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS<br/>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br>Soleus Capital, LLC                   |  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |  |
| <b>3</b>   | <b>SEC USE ONLY</b>  |  |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware  |  |  |
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>5</b>   | <b>SOLE VOTING POWER</b><br>0                    |  |
|  | <b>6</b>   | <b>SHARED VOTING POWER</b><br>3,341,120 (1)      |  |
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| <b>10</b>  | <b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b><br><input type="checkbox"/>                     |  |  |
| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>5.2% (2)   |  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO   |  |  |

**FOOTNOTES**

- (1) The shares of common stock reported in this row are held by Master Fund. Soleus Capital is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. SCG is the sole managing member of Soleus Capital. Mr. Guy Levy is the sole managing member of SCG. Each of SCG, Soleus Capital and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 64,677,145 shares of Common Stock outstanding as of May 3, 2024, as reported in the Form 10-Q.

CUSIP No. 880881107

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS<br/>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br>Soleus Capital Group, LLC             |  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |  |
| <b>3</b>   | <b>SEC USE ONLY</b>  |  |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware  |  |  |
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>5</b>   | <b>SOLE VOTING POWER</b><br>0                    |  |
|  | <b>6</b>   | <b>SHARED VOTING POWER</b><br>3,341,120 (1)      |  |
|  | <b>7</b>   | <b>SOLE DISPOSITIVE POWER</b><br>0               |  |
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| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>5.2% (2)   |  |  |
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- (2) This percentage is calculated based upon 64,677,145 shares of Common Stock outstanding as of May 3, 2024, as reported in the Form 10-Q.

CUSIP No. 880881107

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS<br/>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br>Guy Levy                              |  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |  |
| <b>3</b>   | <b>SEC USE ONLY</b>  |  |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>United States   |  |  |
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>5</b>   | <b>SOLE VOTING POWER</b><br>0                    |  |
|  | <b>6</b>   | <b>SHARED VOTING POWER</b><br>3,341,120 (1)      |  |
|  | <b>7</b>   | <b>SOLE DISPOSITIVE POWER</b><br>0               |  |
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| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>IN   |  |  |

**FOOTNOTES**

- (1) The shares of common stock reported in this row are held by Master Fund. Soleus Capital is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. SCG is the sole managing member of Soleus Capital. Mr. Guy Levy is the sole managing member of SCG. Each of SCG, Soleus Capital and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 64,677,145 shares of Common Stock outstanding as of May 3, 2024, as reported in the Form 10-Q.

**Item 1.**

**(a) Name of Issuer**

Terns Pharmaceuticals, Inc.

**(b) Address of Issuer's Principal Executive Offices**

1065 East Hillsdale Blvd., Suite 100  
Foster City, CA 94404

**Item 2.**

**(a) Name of Person(s) Filing**

Soleus Capital Master Fund, L.P.  
Soleus Capital, LLC  
Soleus Capital Group, LLC  
Guy Levy

**(b) Address of Principal Business Office or, if none, Residence**

Soleus Capital Master Fund, L.P.  
104 Field Point Road, 2<sup>nd</sup> Floor  
Greenwich, CT 06830

Soleus Capital, LLC  
104 Field Point Road, 2<sup>nd</sup> Floor  
Greenwich, CT 06830

Soleus Capital Group, LLC  
104 Field Point Road, 2<sup>nd</sup> Floor  
Greenwich, CT 06830

Guy Levy  
c/o Soleus Capital Management, L.P.  
104 Field Point Road, 2<sup>nd</sup> Floor  
Greenwich, CT 06830

**(c) Citizenship**

Soleus Capital Master Fund, L.P. – Cayman Islands  
Soleus Capital, LLC – Delaware  
Soleus Capital Group, LLC - Delaware  
Guy Levy – United States

**(d) Title of Class of Securities**

Common Stock, \$0.0001 par value per share

**(e) CUSIP Number**

880881107

**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).
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. Ownership.**

Reference is made to Items 5 – 11 on the preceding pages of this Schedule 13G.

Master Fund held, as of the close of business on June 6, 2024, an aggregate of 3,341,120 shares of the common stock of the Issuer. As the general partner of Master Fund, Soleus Capital may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of the shares held by Master Fund. As the sole managing member of Soleus Capital, SCG may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of the shares held by Master Fund. As the sole managing member of SCG, Mr. Guy Levy may be deemed to have shared power to vote or direct the vote and to dispose or to direct the disposition of the Shares held by Master Fund.

Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that Mr. Levy, Soleus Capital or SCG is the beneficial owner of the shares of the common stock of the Issuer referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of their respective pecuniary interests therein.

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

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

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. Certification**

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, 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.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

**Date:** June 7, 2024

Soleus Capital Master Fund, L.P.

By: Soleus Capital, LLC, its General Partner

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** June 7, 2024

Soleus Capital, LLC

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** June 7, 2024

Soleus Capital Group, LLC

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** June 7, 2024

/s/ Guy Levy

Name: Guy Levy

**Footnotes:**

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**



EXHIBIT A  
JOINT FILING AGREEMENT

Soleus Capital Master Fund, L.P., a Cayman Islands exempted limited partnership, Soleus Capital, LLC, a Delaware limited liability company, Soleus Capital Group, LLC, a Delaware limited liability company, and Guy Levy, an individual, hereby agree to file jointly the statement on Schedule 13G to which this Joint Filing Agreement is attached, and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934, as amended.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other party unless such party knows or has reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments hereto, filed on behalf of each of the parties hereto.

**Date:** June 7, 2024

Soleus Capital Master Fund, L.P.

By: Soleus Capital, LLC, its General Partner

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** June 7, 2024

Soleus Capital, LLC

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** June 7, 2024

Soleus Capital Group, LLC

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** June 7, 2024

/s/ Guy Levy

Name: Guy Levy