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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\*

**Terns Pharmaceuticals, Inc.**

(Name of Issuer)

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

880881107  
(CUSIP Number)

September 30, 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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1.	Name of reporting persons Venrock Healthcare Capital Partners III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 3,516,889 <sup>2</sup>
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 3,516,889 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,889 <sup>2</sup>	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 4.99% <sup>3</sup>	
12.	Type of Reporting Person (See Instructions) PN	

- 1 Venrock Healthcare Capital Partners III, L.P., VHCP Co-Investment Holdings III, LLC, Venrock Healthcare Capital Partners EG, L.P., VHCP Management III, LLC, VHCP Management EG, LLC, Nimish Shah and Bong Koh are members of a group for the purposes of this Schedule 13G/A.
- 2 Consists of (i) 685,355 shares and 29,067 shares issuable upon the exercise of immediately exercisable warrants (“*Warrants*”) held by Venrock Healthcare Capital Partners III, L.P.; (ii) 68,560 shares and 2,908 shares issuable upon the exercise of Warrants held by VHCP Co-Investment Holdings III, LLC; and (iii) 2,656,143 shares and 74,856 shares issuable upon the exercise of Warrants held by Venrock Healthcare Capital Partners EG, L.P. The share numbers in the preceding sentence represent the maximum number of shares of common stock issuable upon exercise of the Warrants held by the Reporting Persons as a result of the beneficial ownership provision described in the following sentence. Under the terms of the Warrants, the Issuer may not effect the exercise of any such Warrant, and a holder will not be entitled to exercise any portion of such Warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates and other attribution parties) would exceed 4.99% of the number of shares of common stock outstanding immediately after giving effect to the exercise. VHCP Management III, LLC is the general partner of Venrock Healthcare Capital Partners III, L.P. and the manager of VHCP Co-Investment Holdings III, LLC. VHCP Management EG, LLC is the general partner of Venrock Healthcare Capital Partners EG, L.P. Messrs. Shah and Koh are the voting members of VHCP Management III, LLC and VHCP Management EG, LLC.
- 3 This percentage is calculated based upon the sum of (i) 70,371,911 shares of the Issuer’s Common Stock outstanding as of July 26, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the “*SEC*”) on August 5, 2024; and (ii) 106,831 shares issuable upon the exercise of the Warrants described in Footnote 2 above.

1.	Name of reporting persons VHCP Co-Investment Holdings III, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
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	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 3,516,889 <sup>2</sup>
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12.	Type of Reporting Person (See Instructions) OO

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1.	Name of reporting persons Venrock Healthcare Capital Partners EG, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
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1.	Name of reporting persons VHCP Management III, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
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1.	Name of reporting persons VHCP Management EG, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,889 <sup>2</sup>
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1.	Name of Reporting Persons Shah, Nimish	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
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	7.	Sole Dispositive Power 0
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,889 <sup>2</sup>	
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12.	Type of Reporting Person (See Instructions) IN	

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1.	Name of Reporting Persons Koh, Bong	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> <sup>1</sup> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
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	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 3,516,889 <sup>2</sup>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,516,889 <sup>2</sup>	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 4.99% <sup>3</sup>	
12.	Type of Reporting Person (See Instructions) IN	

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Introductory Note: This Schedule 13G/A is filed on behalf of Venrock Healthcare Capital Partners III, L.P., a limited partnership organized under the laws of the State of Delaware (“*VHCP III LP*”), VHCP Co-Investment Holdings III, LLC, a limited liability company organized under the laws of the State of Delaware (“*VHCP Co-Investment III*”), Venrock Healthcare Capital Partners EG, L.P., a limited partnership organized under the laws of the State of Delaware (“*VHCP EG*”), VHCP Management III, LLC, a limited liability company organized under the laws of the State of Delaware (“*VHCP Management III*”), VHCP Management EG, LLC, a limited liability company organized under the laws of the State of Delaware (“*VHCP Management EG*”) and collectively with VHCP III LP, VHCP Co-Investment III, VHCP EG and VHCP Management III, the “*Venrock Entities*”), Nimish Shah (“*Shah*”) and Bong Koh (“*Koh*”) in respect of Common Stock of Terns Pharmaceuticals, Inc.

**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, California 94404

**Item 2.**

## (a) Name of Person Filing

Venrock Healthcare Capital Partners III, L.P.  
VHCP Co-Investment Holdings III, LLC  
Venrock Healthcare Capital Partners EG, L.P.  
VHCP Management III, LLC  
VHCP Management EG, LLC  
Nimish Shah  
Bong Koh

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

New York Office:

7 Bryant Park  
23rd Floor  
New York, NY 10018

Palo Alto Office:

3340 Hillview Avenue  
Palo Alto, CA 94304

## (c) Citizenship

All of the Venrock Entities were organized in Delaware. The individuals are both United States citizens.

## (d) Title of Class of Securities

Common Stock, par value \$0.0001 per share

## (e) CUSIP Number

880881107

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**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:**

Not applicable

**Item 4. Ownership**

## (a) Amount Beneficially Owned as of September 30, 2024:

Venrock Healthcare Capital Partners III, L.P.	3,516,889
VHCP Co-Investment Holdings III, LLC	3,516,889
Venrock Healthcare Capital Partners EG, L.P.	3,516,889
VHCP Management III, LLC	3,516,889
VHCP Management EG, LLC	3,516,889
Nimish Shah	3,516,889
Bong Koh	3,516,889

## (b) Percent of Class as of September 30, 2024:

Venrock Healthcare Capital Partners III, L.P.
VHCP Co-Investment Holdings III, LLC
Venrock Healthcare Capital Partners EG, L.P.
VHCP Management III, LLC
VHCP Management EG, LLC
Nimish Shah
Bong Koh

## (c) Number of shares as to which the person has, as of September 30, 2024:

## (i) Sole power to vote or to direct the vote

Venrock Healthcare Capital Partners III, L.P.
VHCP Co-Investment Holdings III, LLC
Venrock Healthcare Capital Partners EG, L.P.
VHCP Management III, LLC
VHCP Management EG, LLC
Nimish Shah
Bong Koh

## (ii) Shared power to vote or to direct the vote

Venrock Healthcare Capital Partners III, L.P.	3,516,889
VHCP Co-Investment Holdings III, LLC	3,516,889
Venrock Healthcare Capital Partners EG, L.P.	3,516,889
VHCP Management III, LLC	3,516,889
VHCP Management EG, LLC	3,516,889
Nimish Shah	3,516,889
Bong Koh	3,516,889

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## (iii) Sole power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners III, L.P.  
 VHCP Co-Investment Holdings III, LLC  
 Venrock Healthcare Capital Partners EG, L.P.  
 VHCP Management III, LLC  
 VHCP Management EG, LLC  
 Nimish Shah  
 Bong Koh

## (iv) Shared power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners III, L.P.	3,516,889
VHCP Co-Investment Holdings III, LLC	3,516,889
Venrock Healthcare Capital Partners EG, L.P.	3,516,889
VHCP Management III, LLC	3,516,889
VHCP Management EG, LLC	3,516,889
Nimish Shah	3,516,889
Bong Koh	3,516,889

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**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 or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a 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 of 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, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

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

Dated: November 14, 2024

**Venrock Healthcare Capital Partners III, L.P.**

By: VHCP Management III, LLC  
Its: General Partner

By: /s/ Sherman G. Souther  
Name: Sherman G. Souther  
Its: Authorized Signatory

**VHCP Co-Investment Holdings III, LLC**

By: VHCP Management III, LLC  
Its: Manager

By: /s/ Sherman G. Souther  
Name: Sherman G. Souther  
Its: Authorized Signatory

**VHCP Management III, LLC**

By: /s/ Sherman G. Souther  
Name: Sherman G. Souther  
Its: Authorized Signatory

**Venrock Healthcare Capital Partners EG, L.P.**

By: VHCP Management EG, LLC  
Its: General Partner

By: /s/ Sherman G. Souther  
Name: Sherman G. Souther  
Its: Authorized Signatory

**VHCP Management EG, LLC**

By: /s/ Sherman G. Souther  
Name: Sherman G. Souther  
Its: Authorized Signatory

**Nimish Shah**

/s/ Sherman G. Souther  
Sherman G. Souther, Attorney-in-fact

**Bong Koh**

/s/ Sherman G. Souther  
Sherman G. Souther, Attorney-in-fact

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**EXHIBITS**

[A: Joint Filing Agreement \(incorporated by reference to Exhibit A to Schedule 13G filed on August 29, 2022\)](#)

[B: Power of Attorney for Nimish Shah \(incorporated by reference to Exhibit B to Schedule 13G filed on August 29, 2022\)](#)

[C: Power of Attorney for Bong Koh \(incorporated by reference to Exhibit C to Schedule 13G filed on August 29, 2022\)](#)

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