SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0104

0.5

Estimated average burden

hours per response:

OMB Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 A BASKET	rson*	Requiring (Month/D	2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2024 3. Issuer Name and Ticker or Trading Symbol <u>MBX Biosciences, Inc.</u> [MBX]							
(Last) 2855 SAND	(Last) (First) (Middle) 2855 SAND HILL ROAD				4. Relationship of Reporting Person Issuer (Check all applicable)		Fil	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) MENLO PARK	CA 9402	;			Director Officer (give title below)	V 10% Ov Other (: below)	specify (C	 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City)	(State) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr 4)	r. Form: D (D) or In	Ownership prm: Direct) or Indirect (Instr. 5) 4. Nature of Indirect Bene Ownership (Instr. 5)				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
Ex			. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial	
		Da Ex	ate cercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)	
Series A Cor Stock	vertible Preferred		(1)	(1)	Common Stock	1,023,103	(1)	Ι	See Note 2 ⁽²⁾	
Series B Cor Stock	vertible Preferred		(1)	(1)	Common Stock	2,091,383	(1)	I	See Note 2 ⁽²⁾	

Explanation of Responses:

1. Each share of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (collectively, the "Preferred Stock") is convertible into Common Stock on a onefor-12.0221 basis at any time at the option of the holder, and will automatically convert into the number of shares shown in Column 3 immediately prior to the closing of the Issuer's initial public offering. The Preferred Stock has no expiration date.

2. The Reporting Person is a manager of NEA 17 GP, LLC, which is the sole general partner of NEA Partners 17, L.P. ("NEA Partners 17"). NEA Partners 17 is the sole general partner of New Enterprise Associates 17, L.P. ("NEA 17"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 17 in which the Reporting Person has no pecuniary interest

/s/ Zachary Bambach.

Person

09/12/2024

attorney-in-fact ** Signature of Reporting

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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Zachary Bambach, Nicole Hatcher and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, including, without limitation, Forms 3, 4 and 5 and Schedules 13D and 13G (and any amendments thereto), and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), including, but not limited to, signing a Form ID for and on behalf of the undersigned and filing such Form ID with the SEC, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney is perpetual, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 29th day of February, 2024.

<u>/s/ Peter J. Barris</u> Peter J. Barris

<u>/s/ Forest Baskett</u> Forest Baskett

/s/ Ali Behbahani Ali Behbahani

/s/ Ronald D. Bernal Ronald D. Bernal

<u>/s/ Ann Bordetsky</u> Ann Bordetsky

<u>/s/ Carmen Chang</u> Carmen Chang

<u>/s/ Philip Chopin</u> Philip Chopin

<u>/s/ Anthony A. Florence, Jr.</u> Anthony A. Florence, Jr.

/s/ Jonathan Golden Jonathan Golden

/s/ Scott Gottlieb

Scott Gottlieb

<u>/s/ Mark Hawkins</u> Mark Hawkins

<u>/s/ Jeffrey R. Immelt</u> Jeffrey R. Immelt

/s/ Aaron Jacobson Aaron Jacobson

/s/ Patrick J. Kerins Patrick J. Kerins

<u>/s/ Hilarie Koplow-McAdams</u> Hilarie Koplow-McAdams

<u>/s/ Vanessa Larco</u> Vanessa Larco

/s/ Julio C. Lopez Julio C. Lopez

<u>/s/ Tiffany Le</u> Tiffany Le

<u>/s/ Mohamad H. Makhzoumi</u> Mohamad H. Makhzoumi

<u>/s/ Edward T. Mathers</u> Edward T. Mathers

<u>/s/ Gregory Papadopoulos</u> Gregory Papadopoulos

/s/ Kavita Patel Kavita Patel

/s/ Scott D. Sandell Scott D. Sandell

/s/ A. Brooke Seawell A. Brooke Seawell

/s/ Peter Sonsini Peter Sonsini

<u>/s/ Melissa Taunton</u> Melissa Taunton

/s/ Paul E. Walker

Paul E. Walker

<u>/s/ Rick Yang</u> Rick Yang

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