SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person[*] GORDON CARL L	2. Issuer Name **and** Ticker or Trading Symbol MBX Biosciences, Inc. [MBX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O MBX BIOSCIENCES, INC. 11711 N. MERIDIAN STREET, SUITE 300	3. Date of Earliest Transaction (Month/Day/Year) 09/12/2024	☑ Director ☑ 10% Owner
(Street)		☐ Officer (give title below) ☐ Other (specify below)
CARMEL IN 46032	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

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	Amount or Number of Shares				
Stock Option (Right to Buy)	$16	09/12/2024		A		15,963		(1)	09/11/2034	Common Stock	15,963	$0.00	15,963	D[(2)]	

Explanation of Responses:

1. 25% of the shares underlying this option vest and become exercisable on September 12, 2025, with the remaining 75% vesting in thirty-six (36) equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.

2. Pursuant to an agreement with OrbiMed Advisors LLC and OrbiMed Capital GP VII LLC, the Reporting Person is obligated to transfer any securities issued under any such stock options or other awards, or the economic benefit thereof, to OrbiMed Advisors LLC and OrbiMed Capital GP VII LLC, which will in turn ensure that such securities or economic benefits are provided to OrbiMed Private Investments VII, LP.

/s/ Richard Bartram, attorney-in-fact   09/13/2024

** Signature of Reporting Person   Date