

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Rubin Jami</u>			2. Issuer Name and Ticker or Trading Symbol <u>Boundless Bio, Inc. [BOLD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2024</u>						
C/O BOUNDLESS BIO, INC. 9880 CAMPUS POINT DRIVE, SUITE 120			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
SAN DIEGO	CA		92121						

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	\$4.1	08/19/2024		D		196,666		(1)	07/25/2033	Common Stock	196,666	(2)	0	D	
Stock Option	\$8.19	08/19/2024		D		51,420		(3)	02/14/2034	Common Stock	51,420	(2)	0	D	
Stock Option	\$16	08/19/2024		D		32,468		(4)	03/26/2034	Common Stock	32,468	(2)	0	D	
Stock Option	\$3.56 ⁽⁵⁾	08/19/2024		A		196,666		(1)	07/25/2033	Common Stock	196,666	(2)	196,666	D	
Stock Option	\$3.56 ⁽⁵⁾	08/19/2024		A		51,420		(3)	02/14/2034	Common Stock	51,420	(2)	51,420	D	
Stock Option	\$3.56 ⁽⁵⁾	08/19/2024		A		32,468		(4)	03/26/2034	Common Stock	32,468	(2)	32,468	D	

Explanation of Responses:

- The stock option vested as to 25% of the underlying shares in connection with the consummation of the Issuer's initial public offering, and vests as to the remaining underlying shares in 36 substantially equal monthly installments beginning on August 31, 2024.
- On August 19, 2024, the Issuer repriced the option. Except as further described in footnote 5, all other terms of the option remain unchanged.
- The stock option vests in 48 substantially equal monthly installments beginning on March 15, 2024.
- The stock option vests in 48 substantially equal monthly installments beginning on April 27, 2024.
- The exercise price of the option is \$3.56 per share, representing the fair market value per share of the common stock on the date of the repricing; provided that the exercise price will be increased to the original exercise price before repricing if, prior to the "premium end date" (as defined below), the repriced option is exercised or the reporting person's employment is terminated for any reason other than a "qualifying termination" (as defined below). The "premium end date" means the earliest of: (i) August 19, 2026, (ii) the date immediately prior to the closing of a change in control, or (iii) the date of the employee's qualifying termination. A "qualifying termination" means (a) the involuntary termination of the employee's employment by the Company due to a reduction in force (and other than for cause), or (b) the employee's termination due to death or disability.

/s/ Jessica Oien, Attorney-in-Fact for Jami Rubin

08/20/2024

** 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.

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.