SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	

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OMB Number:	3235-0287
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Filed surguest to Section 16(a) of the Securities Evolution Act of 1024
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 20(h) of the Investment Company Act of 1040

			or Section 30(h) of the Investment Company Act of 1940			
1. Name and Address of Reporting Person* Le-Nguyen Quoc			2. Issuer Name and Ticker or Trading Symbol <u>89bio, Inc.</u> [ETNB]		tionship of Reporting Pe ; all applicable) Director Officer (give title below)	rson(s) to Issuer 10% Owner Other (specify below)
· · · · ·	Last) (First) (Middle) C/O 89BIO, INC. 142 SANSOME STREET, 2ND FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2023		See Rema	,
(Street) SAN FRANCISCO (City)	CA (State)	94104 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filir Form filed by One Rej Form filed by More tha Person	porting 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)	Transaction Code (Instr.		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Co		v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/09/2023		A ⁽¹⁾		30,000 ⁽¹⁾	A	\$0.00	93,319	D	

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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	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		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$14.7	02/09/2023		A		120,000		(2)	02/09/2033	Common Stock	120,000	\$0.00	120,000	D	

Explanation of Responses:

1. Represents restricted stock units that vest with respect to one-third of the underlying shares on February 9, 2024, with the remaining two-thirds vesting in equal semi-annual installments over the following two years, subject to the Reporting Person's continued service to the Issuer.

2. This option represents a right to purchase a total of 120,000 shares of the Issuer's Common Stock, one quarter of which will vest on February 9, 2024, with the remaining three quarters vesting in equal quarterly installments over the following three years, subject to the Reporting Person's continued service to the Issuer.

Remarks:

Chief Technical Operations Officer and Head of Quality

/s/ Ryan A. Murr, as attorneyin-fact for Quoc Le-Nguyen ** Signature of Reporting Person

02/13/2023

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.