

---

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 1)\***

**89bio, Inc.**

---

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

---

**(Title of Class of Securities)**

**282559103**

---

**(CUSIP Number)**

**Robert Atchinson**  
**Adage Capital Partners GP, L.L.C., 200 Clarendon Street, 52nd Floor**  
**Boston, MA, 02116**  
**617-867-2800**

---

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**10/29/2025**

---

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on 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).

---

**SCHEDULE 13D**

**CUSIP No.** 282559103

Name of reporting person

1

Adage Capital Management, L.P.

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

8

0.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 0.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 0 %

Type of Reporting Person (See Instructions)

14 IA, PN

## SCHEDULE 13D

**CUSIP No.** 282559103

Name of reporting person

1 Robert Atchinson

Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 UNITED STATES

Number of 7 Sole Voting Power

Shares Beneficially Owned by Each Reporting Person With: 0.00  
 Shared Voting Power  
 8  
 0.00  
 Sole Dispositive Power  
 9  
 0.00  
 Shared Dispositive Power  
 10  
 0.00  
 Aggregate amount beneficially owned by each reporting person  
 11  
 0.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
 12  
  
 Percent of class represented by amount in Row (11)  
 13  
 0 %  
 Type of Reporting Person (See Instructions)  
 14  
 IN, HC

## SCHEDULE 13D

**CUSIP No.** 282559103

1 Name of reporting person  
 Phillip Gross  
 Check the appropriate box if a member of a Group (See Instructions)  
 2  
 (a)  
 (b)  
 3 SEC use only  
 Source of funds (See Instructions)  
 4  
 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  
 5  
  
 Citizenship or place of organization  
 6  
 UNITED STATES  
 Sole Voting Power  
 7  
 Number of Shares Beneficially Owned by Each Reporting Person With: 0.00  
 Shared Voting Power  
 8  
 0.00  
 Sole Dispositive Power  
 9  
 0.00  
 Shared Dispositive Power  
 10  
 0.00  
 11 Aggregate amount beneficially owned by each reporting person

0.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

0 %

Type of Reporting Person (See Instructions)

14

IN, HC

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.001 per share

Name of Issuer:

(b)

89bio, Inc.

Address of Issuer's Principal Executive Offices:

(c)

655 MONTGOMERY STREET, SUITE 1500, SAN FRANCISCO, CALIFORNIA , 94111.

**Item 1 Comment:** This Amendment No. 1 ("Amendment No. 1") amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 3, 2025 (the "Schedule 13D") relates to the shares of common stock, par value \$0.001 per share (the "Common Stock"), of 89bio, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 1 amends and restates Item 5 as set forth below. Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 is the final amendment to the Schedule 13D and constitutes an "exit filing" for the Reporting Persons.

### Item 5. Interest in Securities of the Issuer

(a)

See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by each of the Reporting Persons.

(b)

See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(c)

The transactions in the shares of Common Stock since the filing of the Schedule 13D by the Reporting Persons, which were all in the open market, are set forth in Schedule A, and are incorporated herein by reference. In addition, on October 29, 2025, the Reporting Persons tendered all of their 13,097,587 shares of Common Stock into the tender offer pursuant to the Merger Agreement at an offer price of (i) \$14.50 per share in cash, and (ii) one non-tradeable contingent value right per share, all as described in the Company's SEC filings.

(d)

Not applicable.

(e)

October 29, 2025

## 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.

Adage Capital Management, L.P.

Signature: /s/ Robert Atchinson

By: Adage Capital Partners LLC, its General  
Name/Title: Partner, By: Robert Atchinson, its Managing  
Member

Date: 10/31/2025

Robert Atchinson

Signature: /s/ Robert Atchinson

Name/Title: Robert Atchinson, Individually

Date: 10/31/2025

Phillip Gross

Signature: /s/ Phillip Gross

Name/Title: Phillip Gross, Individually

Date: 10/31/2025

### Schedule A

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock which were effectuated by the Reporting Persons since filing of the Schedule 13D. All transactions were effectuated in the open market through a broker. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These shares of Common Stock were purchased or sold in multiple transactions at prices between the price ranges below. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares of Common Stock purchased or sold at each separate price.

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share (\$)*</u>	<u>Price Range (\$)*</u>
10/27/2025	90,268	14.8150	
10/27/2025	537,861	14.8190	14.8125-14.8200
10/28/2025	470,874	14.8300	
10/28/2025	194,184	14.8200	
10/29/2025	1,815,977	14.8400	
10/29/2025	890,836	14.8285	14.8250-14.8300

\*Excluding commissions.