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* Boxer Capital Management, LLC (Last) (First) (Middle) 12860 EL CAMINO REAL SUITE 300 (Street) SAN DIEGO CA 92130 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Tango Therapeutics, Inc. [TNGX] 3. Date of Earliest Transaction (Month/Day/Year) 10/25/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☐ Officer (give title below) ☒ Other (specify below) See remarks. 6. Individual or Joint/Group Filing (Check Applicable Line) ☐ 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			
Common Stock	10/25/2024		S		633,000	D	$6.87(1)	6,690,642(2)	D	
Common Stock								108,793	I	See footnote(3)
Common Stock								6,988,450	I	See footnote(4)

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				

1. Name and Address of Reporting Person*   Boxer Capital Management, LLC   (Last) (First) (Middle)   12860 EL CAMINO REAL   SUITE 300   (Street)   SAN DIEGO CA 92130   (City) (State) (Zip)

1. Name and Address of Reporting Person*   Davis Aaron I.   (Last) (First) (Middle)   12860 EL CAMINO REAL, SUITE 300   (Street)   SAN DIEGO CA 92130

| (City) | (State) | (Zip) |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $6.8500 to $6.8700, inclusive. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

2. These securities are held indirectly by Boxer Capital Management, LLC ("BCM") as the investment manager of an account holding such securities. BCM disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. Mr. Davis is the Managing Member of BCM and has voting and dispositive power over securities beneficially owned by BCM, but disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any.

3. These securities are owned directly by MVA Investors, LLC ("MVA Investors"). Aaron I. Davis is a member of and has voting and dispositive power over securities held by MVA Investors, but disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any. BCM disclaims beneficial ownership of these securities.

4. These securities are owned directly by BCTG Holdings, LLC ("BCTG"). MVA Investors is a member of BCTG. Mr. Davis is a member of the investment committee of BCTG. Mr. Davis disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any. BCM disclaims beneficial ownership of these securities.

Remarks:

The Reporting Persons may be deemed members of a group that beneficially owns more than 10% of the outstanding shares of the Issuer's Common Stock.

/s/ Aaron I. Davis, By: Aaron I. Davis, Managing Member, Boxer Capital Management, LLC	10/28/2024
/s/ Aaron I. Davis	10/28/2024
** 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.