

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).

1. Name and Address of Reporting Person [†] <u>PARMAR KUSH</u> (Last) (First) (Middle) <u>C/O RALLYBIO CORPORATION</u> <u>234 CHURCH STREET, SUITE 1020</u> (Street) <u>NEW HAVEN CT 06510</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rallybio Corp [RLYB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/28/2021		J ⁽¹⁾		2,784,626	A	(1)	2,784,626	I	5AM Ventures V, L.P. ⁽²⁾
Common Stock	07/28/2021		J ⁽¹⁾		790,714	A	(1)	790,714	I	5AM Opportunities I, L.P. ⁽³⁾
Common Stock	08/02/2021		P		615,384	A	\$13	1,406,098	I	5AM Opportunities I, L.P. ⁽³⁾

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
Series A-1 Preferred Units	(1)	07/28/2021		J ⁽¹⁾			1,795,946	(1)	(1)	Common Stock ⁽⁴⁾	282,044	(1)	0	I	5AM Ventures V, L.P. ⁽²⁾
Series A-2 Preferred Units	(1)	07/28/2021		J ⁽¹⁾			8,742,654	(1)	(1)	Common Stock ⁽⁴⁾	1,372,990	(1)	0	I	5AM Ventures V, L.P. ⁽²⁾
Series B Preferred Units	(1)	07/28/2021		J ⁽¹⁾			7,192,795	(1)	(1)	Common Stock ⁽⁴⁾	1,129,592	(1)	0	I	5AM Ventures V, L.P. ⁽²⁾
Series B Preferred Units	(1)	07/28/2021		J ⁽¹⁾			5,034,955	(1)	(1)	Common Stock ⁽⁴⁾	790,714	(1)	0	I	5AM Opportunities I, L.P. ⁽³⁾
Option (Right to Buy)	\$13	07/28/2021		A		13,440		(5)	(5)	Common Stock	13,440	\$0.00	13,440	D	

Explanation of Responses:

- The Series A-1 Preferred Units, Series A-2 Preferred Units and Series B Preferred units (collectively, the "Preferred Units") reported herein were preferred units of Rallybio Holdings, LLC. The shares of common stock of the Issuer were received on July 28, 2021 pursuant to the Plan of Liquidation and Dissolution, dated July 28, 2021, among Rallybio Holdings, LLC and its members (the "Plan of Liquidation"). Pursuant to the Plan of Liquidation, the holders of Preferred Units received approximately 6.37 shares of common stock of the Issuer for each Preferred Unit. Rallybio Holdings, LLC was subsequently dissolved. The Preferred Units had no expiration date prior to the liquidation.
- These securities are held directly by 5AM Ventures V, L.P. ("Ventures V"). 5AM Partners V, LLC ("Partners V") is the sole general partner of Ventures V. Dr. Parmar is a managing member of Partners V and may be deemed to share voting and investment power over the securities held by Ventures V. Dr. Parmar disclaims beneficial ownership of the securities held by Ventures V except to the extent of his pecuniary interest therein.
- These securities are held directly by 5AM Opportunities I, L.P. ("Opportunities I, L.P."). 5AM Opportunities I (GP), LLC ("Opportunities I (GP)") is the general partner of Opportunities I, L.P. Dr. Parmar is a managing member of Opportunities I (GP), and may be deemed to share voting and dispositive power over the securities held by Opportunities I, L.P. Dr. Parmar disclaims beneficial ownership of the securities held by Opportunities I, L.P. except to the extent of his pecuniary interest therein.
- Prior to the effectiveness of the Plan of Liquidation, the Preferred Units were convertible into common units of Rallybio Holdings, LLC.
- The option vests as to the underlying shares of Common Stock on the earlier of July 28, 2022 and the date of the first annual meeting of stockholders of the Issuer following the closing of its initial public offering.

Remarks:

/s/ Kush Parmar

08/04/2021

** 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.