

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2022</u>	
	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  <input type="checkbox"/> 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	05/23/2022		s		66,447	D	\$13	2,578,640	I	By 5AM Ventures V, L.P. <sup>(1)</sup>
Common Stock	05/23/2022		s		33,553	D	\$13	1,302,084	I	By 5AM Opportunities I, L.P. <sup>(2)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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.

**Remarks:**

/s/ Kush Parmar

05/25/2022

\*\* 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.