FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
-------------	------	-------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
OMB Number:	OMB Number: 3235-0287	
Estimated average burden		
hours per response	: 0.5	

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) Rallybio Corp [RLYB] Liu Hui X Director 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify 05/15/2024 below) below) (Last) (First) (Middle) C/O RALLYBIO CORPORATION 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 234 CHURCH STREET, SUITE 1020 Form filed by One Reporting Person Form filed by More than One Reporting (Street) Person **NEW HAVEN** CT06510 Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership Form: Direct (D) or Indirect 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 7. Nature Date (Month/Day/Year) Transaction Code (Instr. Securities Beneficially of Indirect Beneficial if any 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) (A) or (D) Transaction(s) Price Code Amount (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security 1. Title of Derivative 3A. Deemed Execution Date 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 3. Transaction 5. Number Ownership (Month/Day/Year) Derivative Security (Instr. 3) or Exercise Price of if any Code (Instr. 8) Security (Instr. 5) Securities Form: Direct (D) Beneficial (Month/Day/Year) Securities Beneficially Ownership Acquired (A) or Disposed (Instr. 3 and 4) Owned Following or Indirect (I) (Instr. 4) Derivative (Instr. 4) Security Reported Transaction(s) (Instr. 4) of (D) (Instr. 3, 4 and 5) Amount Number Date Expiration ٧ (A) (D) Title Shares Option

Explanation of Responses:

\$1.91

1. The option was granted under the Company's 2021 Equity Incentive Plan. The option vests on the earlier of May 15, 2025 or the date of the Company's 2025 Annual Meeting of Stockholders.

05/15/2034

16,500

Remarks:

(Right to

By: /s/ Michael Greco, Attorney-in-Fact 05/17/2024

\$0

16,500

** Signature of Reporting Person Date

16,500

Stock

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

05/15/2024

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.

 $^{^{\}star}$ 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).