

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

**SCHEDULE 13D
(RULE 13D - 101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)**

(Amendment No. 3)*

Tyra Biosciences, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

90240B106

(CUSIP Number)

Josh La Grange
Fried, Frank, Harris, Shriver & Jacobson LLP
801 17th Street, NW, Washington, DC 20006
202-639-7497

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

October 10, 2024

(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 .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

| | | |
|--|--|--------------------------------------|
| 1 | NAMES OF REPORTING PERSONS Boxer Capital, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO | |

| | | |
|---|--|------------------------------------|
| 1 | NAMES OF REPORTING PERSONS MVA Investors, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 85,939 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 85,939 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 85,939 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO | |

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS Aaron I. Davis | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 6,534,298 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 6,534,298 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,534,298 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.4% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | |

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS Boxer Capital Management, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 6,448,359 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 6,448,359 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,448,359 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.2% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO, IA | |

| | | |
|--|---|---|
| 1 | NAMES OF REPORTING PERSONS Siddarth Subramony | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 38,300 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 38,300 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,300 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | |

With respect to Aaron I. Davis, Siddarth Subramony, MVA Investors, LLC ("MVA Investors") and Boxer Capital, LLC ("Boxer Capital"), this amendment (this "Amendment No. 3") further amends and supplements the statement on Schedule 13D filed on September 24, 2021 (the "Original Filing") by Boxer Capital, Boxer Asset Management Inc. ("Boxer Management"), MVA Investors, Mr. Davis and Joe Lewis with respect to the Common Stock, par value \$0.0001 (the "Common Stock") of Tyra Biosciences, Inc. (the "Issuer"), as previously amended on June 16, 2022 ("Amendment No. 1") and February 8, 2024 ("Amendment No. 2"). Amendment No. 1 was an original filing for Dr. Subramony. On October 10, 2024, Boxer Capital entered into an investment management agreement (the "IMA") with Boxer Capital Management, LLC ("BCM"), a registered investment advisor controlled by Mr. Davis. Pursuant to the IMA, Boxer Capital has delegated exclusive voting and investment power over its investment portfolio to BCM. Consequently, BCM has acquired beneficial ownership of the securities held in Boxer Capital's investment portfolio and, without reflecting any change in its economic interest in such securities, Boxer Capital has thereby ceased to beneficially own the securities held in its investment portfolio, including shares of Common Stock. To the extent applicable, the Original Filing, as previously and hereby amended, is hereby adopted by BCM as its original filing on Schedule 13D regarding the Issuer. Capitalized terms used herein but not defined herein shall have the respective meanings defined in the Original Filing, as previously amended. The Original Filing, as previously amended, is further amended hereby only as specifically set forth herein, provided that with respect to any Item amended herein, if such Item is incorporated by reference into any other Item in the Original Filing, as previously amended, such incorporation by reference is also amended hereby. Boxer Capital reports herein that it has ceased to beneficially own more than 5% of the outstanding shares of Common Stock. On or about the day of this filing, Boxer Management and Mr. Lewis are independently amending the Original Filing with respect to themselves; see that filing for any required information pertaining to any of them.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

This Schedule 13D is jointly filed by Boxer Capital, MVA Investors, Mr. Davis, Dr. Subramony and BCM (collectively, the "Reporting Persons").

Boxer Capital is a limited liability company organized under the laws of Delaware. BCM, a limited liability company organized under the laws of Delaware, is a registered investment advisor, providing investment management services to Boxer Capital. Each of Boxer Capital and BCM is primarily engaged in the business of investing in securities.

MVA Investors, a limited liability company organized under the laws of Delaware, is the independent, personal investment vehicle of certain employees of BCM. MVA Investors is primarily engaged in the business of investment in securities.

Mr. Davis, a citizen of the United States, is the Chief Executive Officer of Boxer Capital and is a member of and has voting and dispositive power over securities beneficially held by MVA Investors and BCM. With his immediate family, Mr. Davis indirectly owns the membership interests in BCM.

Dr. Subramony, a citizen of the United States, is a Vice President of Boxer Capital. He is a member of the board of directors of the Issuer.

By virtue of these relationships, Mr. Davis, Dr. Subramony, MVA Investors and BCM may be deemed to be members of a group, but disclaim the existence of any such group.

The address of each of Boxer Capital, MVA Investors, Mr. Davis, Dr. Subramony and BCM for purposes of this filing is: 12860 El Camino Real, Suite 300, San Diego, CA 92130.

Set forth on Schedule A, and incorporated herein by reference, is the (a) name, (b) residence or business address, (c) present principal occupation or employment and (d) citizenship, of each executive officer and director of each of Boxer Capital, MVA Investors and BCM, and (e) name of any corporation or other organization in which such occupation or employment is conducted, together with the principal business and address of any such corporation or organization other than Boxer Capital, MVA Investors or BCM.

None of the Reporting Persons nor any of the individuals identified on Schedule A to this Schedule 13D has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended by the addition of the following:

The disclosure set forth below in Item 4 is hereby incorporated herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by the addition of the following:

On October 10, 2024, Boxer Management, Boxer Capital and BCM entered into the IMA, pursuant to which Boxer Capital has delegated exclusive voting and investment power over its investment portfolio to BCM. Consequently, BCM has acquired beneficial ownership of the shares of Common Stock held by Boxer Capital and, without reflecting any change in its economic interest in such securities, Boxer Capital has thereby ceased to beneficially own the securities held in its investment portfolio, including shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

All percentages are based on 52,844,437 shares of the Issuer's Common Stock outstanding, which is (i) 52,806,137 shares of the Issuer's Common Stock outstanding as of August 5, 2024 as set forth in the Issuer's 10-Q filed with the Securities and Exchange Commission on August 7, 2024, *plus* (ii) 38,300 shares of Common Stock subject to options to purchase shares of Common Stock, held by Dr. Subramony, exercisable within the next 60 days.

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 6,572,598 shares of Common Stock, representing 12.4% of the outstanding shares of Common Stock.

BCM beneficially owns 6,448,359 shares of Common Stock which represents 12.2% of the outstanding Common Stock. MVA Investors beneficially owns 85,939 shares of Common Stock which represents 0.2% of the outstanding Common Stock. Mr. Davis beneficially owns 6,534,298 shares of Common Stock which includes the shares of Common Stock beneficially owned by MVA Investors and BCM and which represents 12.4% of the outstanding Common Stock. Dr. Subramony beneficially owns 38,300 shares of Common Stock which represents 0.1% of the outstanding Common Stock.

(b) With respect to any rights or powers to vote, or to direct the vote of, or to dispose of, or to direct the disposition of, the Common Stock owned by the Reporting Persons:

(i) Sole power to vote or to direct the vote:

None of the Reporting Persons has the sole power to vote or to direct the vote of any shares of Common Stock of the Issuer.

(ii) Shared power to vote or to direct the vote:

BCM, MVA Investors, Mr. Davis and Dr. Subramony have shared power to vote or to direct the vote of 6,572,598 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of:

None of the Reporting Persons has sole power to vote or to direct the vote of any shares of Common Stock of the Issuer.

(iv) Shared power to dispose or to direct the disposition of:

BCM, MVA Investors, Mr. Davis and Dr. Subramony have shared power to dispose or to direct the disposition of 6,572,598 shares of Common Stock.

(c) Other than as described herein in Item 4 or transactions previously reported on Form 4, the Reporting Persons have not engaged in any transactions in the Common Stock in the past 60 days.

(d) Other than as described herein and except as may result from indirect interests of investors in Boxer Capital, MVA Investors or BCM, no persons other than the Reporting Persons have the right to receive or the power to direct the receipt of dividends, or proceeds of sale of such securities outlined in this report.

(e) As described in Item 4, as of October 10, 2024, Boxer Capital ceased to beneficially own more than 5% of the outstanding shares of Common Stock.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended by the addition of the following:

| Exhibit No. | Description |
|-------------|---|
| Exhibit 3 | Joint Filing Agreement, dated October 15, 2024, among Boxer Capital, Mr. Davis, MVA Investors, Dr. Subramony and BCM. |

SIGNATURES

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.

Dated: October 15, 2024.

BOXER CAPITAL, LLC

By: Boxer Asset Management Inc.
Its: Manager

By: /s/Paul Higgs
Name: Paul Higgs
Title: Director

AARON I. DAVIS

/s/Aaron Davis
Aaron I. Davis, Individually

SIDDARTH SUBRAMONY

/s/ Siddarth Subramony
Siddarth Subramony, Individually

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis
Name: Aaron I. Davis
Title: Authorized Signatory

BOXER CAPITAL MANAGEMENT, LLC

By: /s/ Aaron I. Davis
Name: Aaron I. Davis
Title: Chief Executive Officer

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D and any amendments to it with respect to Common Stock, \$0.0001 par value per share, of Tyra Biosciences, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to those joint filings. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: October 15, 2024.

BOXER CAPITAL, LLC

By: Boxer Asset Management Inc.
Its: Manager

By: /s/ Paul Higgs
Name: Paul Higgs
Title: Director

AARON I. DAVIS

/s/ Aaron I. Davis

Aaron I. Davis, Individually

SIDDARTH SUBRAMONY

Siddarth Subramony, Individually

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis
Title: Authorized Signatory

BOXER CAPITAL MANAGEMENT, LLC

By: /s/ Aaron I. Davis
Name: Aaron I. Davis
Title: Chief Executive Officer

SCHEDULE A
ADDITIONAL INFORMATION CONCERNING THE REPORTING PERSONS

BOXER CAPITAL, LLC

The executive officers and directors of Boxer Capital, LLC are set forth below. Each individual's business address is 12860 El Camino Real, Suite 300, San Diego, CA 92130. Except as otherwise stated, the present principal occupation or employment set forth below opposite the name refers to employment with Boxer Capital, LLC.

| <u>Name</u> | <u>Present Principal Occupation or Employment</u> | <u>Citizenship</u> |
|-----------------------------|---|--------------------|
| Boxer Asset Management Inc. | Manager | Bahamas |

MVA INVESTORS, LLC

The executive officers and directors of MVA Investors, LLC are set forth below. The individuals' business addresses are 12860 El Camino Real, Suite 300, San Diego, CA 92130. Except as otherwise stated, the present principal occupation or employment set forth below opposite the name refers to employment with MVA Investors, LLC.

| <u>Name</u> | <u>Present Principal Occupation or Employment</u> | <u>Citizenship</u> |
|-----------------------|---|--------------------|
| Aaron I. Davis | Manager, Chief Executive Officer | United States |
| Christopher Fuglesang | Member, President | United States |

BOXER CAPITAL MANAGEMENT, LLC

The executive officers and directors of Boxer Capital Management, LLC are set forth below. Each individual's business address is 12860 El Camino Real, Suite 300, San Diego, CA 92130. Except as otherwise stated, the present principal occupation or employment set forth below opposite the name of each person refers to employment with Boxer Capital Management, LLC. Boxer Holdings, LP, a Delaware limited partnership, is the sole member of Boxer Capital Management, LLC. Boxer Holdings GP, LLC, a Delaware limited liability company, is the general partner of Boxer Holdings, LP. Mr. Davis is the Manager of, and together with his immediate family owns all of the interests in, Boxer Holdings GP, LLC.

| <u>Name</u> | <u>Present Principal Occupation or Employment</u> | <u>Citizenship</u> |
|-----------------------|--|--------------------|
| Aaron I. Davis | Chief Executive Officer; Chief Investment Officer; Manager | United States |
| Christopher Fuglesang | Senior Managing Director | United States |
| Michael Beauchamp | Vice President of Finance | United States |