SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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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 <sup>*</sup> <u>Cormorant Asset Management,</u> <u>LP</u>			' Requirir	of Event ng Statement Day/Year) 2021	3. Issuer Name and Ticker or Trading Symbol <u>Design Therapeutics, Inc.</u> [ DSGN ]						
(Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR								% Owner ther (specify		<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting</li> </ul>	
(Street) BOSTON	MA	02116								Person X Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I. N	an Darian		-6	- 11 0				
Table I - Non-Derivation         1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Ins 4)	;	3. Own Form: I	ership Direct ndirect		ature of Indire ership (Instr.	
		(6			ve Securities Benefi ants, options, conv				)		
1. Title of Derivative Security (Instr. 4) Ex (Mu			2. Date Exerc Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.
			Date Exercisable	Expiration Date	Title	Num	Amount or Deri Number of Secu Shares		ive or Indirect		5)
Series A Convertible Preferred Stock		(1)	(1)	Common Stock	2,95	59,891	(1)		Ι	See Footnotes <sup>(2)</sup> <sup>(3)</sup>	
Series B Convertible Preferred Stock		(1)	(1)	Common Stock	1,40	)4,953	(1)		Ι	See Footnotes <sup>(2)</sup>	
1. Name and Address of Reporting Person <sup>*</sup> Cormorant Asset Management, LP											
(Last) 200 CLAR	(First) ENDON ST	REET, 52NI	(Middle) D FLOOR								
(Street) BOSTON	MA		02116								
(City)	(State)	)	(Zip)								
1. Name and <i>A</i>		porting Person	)* 								
(Last) (First) (Middle) C/O CORMORANT ASSET MANAGEMENT, LLC 200 CLARENDON STREET, 52ND FLOOR											
(Street) BOSTON MA 02116											

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> Cormorant Global Healthcare Master Fund, LP							
(Last) 200 CLARE	(First) NDON STREE	(Middle) F, 52ND FLOOR					
(Street) BOSTON	MA	02116					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> Cormorant Private Healthcare Fund II, LP							
(Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR							
(Street) BOSTON	MA	02116					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* Cormorant Private Healthcare Fund III LP							
(Last) 200 CLARE	(First) NDON STREET	(Middle) F, 52ND FLOOR					
(Street) BOSTON	MA	02116					
(City)	(State)	(Zip)					

## **Explanation of Responses:**

1. Shares of Series A and Series B Convertible Preferred Stock are convertible at any time at the holder's election, without payment of additional consideration. Such shares have no expiration date but are expected to convert into Common Stock automatically upon the closing of the Issuer's initial public offering.

2. Cormorant Asset Management, LP ("Cormorant") serves as the investment manager of Cormorant Global Healthcare Master Fund, LP (the "Master Fund"), Cormorant Private Healthcare Fund II, LP ("Fund II"), Cormorant Private Healthcare GP, LLC ("GP LLC"), Cormorant Private Healthcare GP II, LLC ("GP III") and a managed account (the "Account"). Cormorant Global Healthcare GP, LLC ("GP LLC"), Cormorant Private Healthcare GP II, LLC ("GP III") and Cormorant Private Healthcare GP II, LLC ("GP III") serve as General Partner of the Master Fund, Fund II and Fund III, respectively. Bihua Chen serves as manager of Cormorant, GP LLC, GP III and GP III. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.

3. Shares of Series A Convertible Preferred Stock reported herein represent, on an as-converted basis, (i) 588,988 shares held by the Master Fund, (ii) 2,335,405 shares held by Fund II and (iii) 35,498 shares held by the Account.

4. Shares of Series B Convertible Preferred Stock reported herein represent, on an as-converted basis, (i) 298,552 shares held by the Master Fund, (ii) 1,084,906 shares held by Fund III, and (iii) 21,495 shares held by the Account.

/s/ CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP, By: Cormorant Global Healthcare GP, LLC, its General Partner, By: Bihua Chen, Managing Member	<u>03/25/2021</u>
/s/ CORMORANT ASSET MANAGEMENT, LP, By: Cormorant Asset Management GP, LLC, its General Partner By: Bihua Chen, Managing Member	<u>03/25/2021</u>
<u>/s/ Bihua Chen</u>	03/25/2021
/s/ CORMORANT PRIVATE HEALTHCARE FUND II, LP By: Cormorant Private	<u>03/25/2021</u>

Healthcare GP II, LLC, itsGeneral Partner By: BihuaChen, Managing Member/s/ CORMORANTPRIVATE HEALTHCAREFUND III, LP By:Cormorant PrivateHealthcare GP III, LLC,its General Partner By:Bihua Chen, ManagingMember\*\* Signature of ReportingPersonDate

03/25/2021

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 5 (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.