

---

---

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

---

**Cargo Therapeutics, Inc.**

(Name of Issuer)

---

**Common stock, \$0.001 par value per share**

(Title of Class of Securities)

---

**14179K 10 1**

(CUSIP Number)

---

**November 14, 2023**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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 Red Tree Venture Fund, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,471,973 (2)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,471,973 (2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,471,973 (2)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 6.4% (3)	
12.	Type of Reporting Person (See Instructions) PN	

- (1) This Schedule 13G is filed by Red Tree Venture Fund, L.P. (“Red Tree LP”), Red Tree GP, LLC (Red Tree GP”) and Heath Lukatch (“Lukatch” and, with Red Tree LP and Red Tree GP, collectively, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Consists of 2,471,973 shares of Common Stock held by Red Tree LP. Red Tree GP serves as the sole general partner of Red Tree LP and shares voting and dispositive power over the shares owned by Red Tree LP. Lukatch is the Managing Director of Red Tree GP and shares voting and dispositive power over the shares held by Red Tree LP.
- (3) This percentage is calculated based on 38,672,544 shares of Common Stock outstanding as of November 14, 2023 upon the closing of the Issuer’s public offering, as reported in the prospectus dated November 9, 2023 filed by the Issuer with the Securities and Exchange Commission (the “SEC”) on November 13, 2023.

1.	Names of Reporting Persons Red Tree GP, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,471,973 (2)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,471,973 (2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,471,973 (2)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 6.4% (3)	
12.	Type of Reporting Person (See Instructions) OO	

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Consists of 2,471,973 shares of Common Stock held by Red Tree LP. Red Tree GP serves as the sole general partner of Red Tree LP and shares voting and dispositive power over the shares owned by Red Tree LP. Lukatch is the Managing Director of Red Tree GP and shares voting and dispositive power over the shares held by Red Tree LP.
- (3) This percentage is calculated based on 38,672,544 shares of Common Stock outstanding as of November 14, 2023 upon the closing of the Issuer’s public offering, as reported in the prospectus dated November 9, 2023 filed by the Issuer with the SEC on November 13, 2023.

1.	Names of Reporting Persons Heath Lukatch	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,471,973 (2)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,471,973 (2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,471,973 (2)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 6.4% (3)	
12.	Type of Reporting Person (See Instructions) IN	

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Consists of 2,471,973 shares of Common Stock held by Red Tree LP. Red Tree GP serves as the sole general partner of Red Tree LP and shares voting and dispositive power over the shares owned by Red Tree LP. Lukatch is the Managing Director of Red Tree GP and shares voting and dispositive power over the shares held by Red Tree LP.
- (3) This percentage is calculated based on 38,672,544 shares of Common Stock outstanding as of November 14, 2023 upon the closing of the Issuer’s public offering, as reported in the prospectus dated November 9, 2023 filed by the Issuer with the SEC on November 13, 2023.

**Item 1.**

(a) Name of Issuer

Cargo Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices

1900 Alameda De Las Pulgas, Suite 350, San Mateo, CA 94403

**Item 2.**

(a) Name of Person Filing

Red Tree Venture Fund, L.P. ("Red Tree LP")  
Red Tree GP, LLC (Red Tree GP")  
Heath Lukatch ("Lukatch")

(b) Address of Principal Business Office or, if none, Residence

2055 Woodside Road, Suite 270, Redwood City, CA 94061.

(c) Citizenship

Entities:	Red Tree LP	-	Delaware
Entities:	Red Tree GP	-	Delaware
Individuals:	Lukatch	-	United States

(d) Title of Class of Securities

Common Stock, \$0.001 par value ("Common Stock")

(e) CUSIP Number

14179K 10 1

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

The following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 is provided as of November 20, 2023:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (2)
Red Tree LP (1)	2,471,973	0	2,471,973	0	2,471,973	2,471,973	6.4%
Red Tree GP (1)	0	0	2,471,973	0	2,471,973	2,471,973	6.4%
Lukatch (1)	0	0	2,471,973	0	2,471,973	2,471,973	6.4%

- (1) Consists of 2,471,973 shares of Common Stock held by Red Tree LP. Red Tree GP serves as the sole general partner of Red Tree LP and shares voting and dispositive power over the shares owned by Red Tree LP. Lukatch is the Managing Director of Red Tree GP and shares voting and dispositive power over the shares held by Red Tree LP.
- (2) This percentage is calculated based on 38,672,544 shares of Common Stock outstanding as of November 14, 2023 upon the closing of the Issuer's public offering, as reported in the prospectus dated November 9, 2023 filed by the Issuer with the SEC on November 13, 2023.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

**Signature**

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: November 20, 2023

**Red Tree Venture Fund, L.P.**

By: Red Tree GP, LLC  
its General Partner

By: /s/ Heath Lukatch  
\_\_\_\_\_  
Name: Heath Lukatch  
Title: Managing Director

**Red Tree GP, LLC**

By: /s/ Heath Lukatch  
\_\_\_\_\_  
Name: Heath Lukatch  
Title: Managing Director

/s/ Heath Lukatch  
\_\_\_\_\_  
Heath Lukatch

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**Exhibit(s):**

A Joint Filing Agreement



EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Cargo Therapeutics, Inc. is filed on behalf of each of us.

Dated: November 20, 2023

**Red Tree Venture Fund, L.P.**

By: Red Tree GP, LLC  
its General Partner

By: /s/ Heath Lukatch  
\_\_\_\_\_  
Name: Heath Lukatch  
Title: Managing Director

**Red Tree GP, LLC**

By: /s/ Heath Lukatch  
\_\_\_\_\_  
Name: Heath Lukatch  
Title: Managing Director

/s/ Heath Lukatch  
\_\_\_\_\_  
Heath Lukatch

---