

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>PERCEPTIVE ADVISORS LLC</u>  (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u>  (Street) <u>NEW YORK NY 10003</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/09/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>CARGO Therapeutics, Inc. [ CRGX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	2,579,502	(1)	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
PERCEPTIVE ADVISORS LLC  
 (Last) (First) (Middle)  
51 ASTOR PLACE, 10TH FLOOR  
 (Street)  
NEW YORK NY 10003  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Perceptive Xontogeny Venture Fund II, LP  
 (Last) (First) (Middle)  
51 ASTOR PLACE, 10TH FLOOR  
 (Street)  
NEW YORK NY 10003  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

**EDELMAN JOSEPH**

(Last) (First) (Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORK NY 10003

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each share of the Issuer's Series A-1 convertible preferred stock will automatically convert into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering. The Series A-1 convertible preferred stock has no expiration date.

2. The securities are directly held by Perceptive Xontogeny Venture Fund II, L.P. ("PXV II"). Perceptive Venture Advisors, LLC (the "Venture Advisor") serves as the investment manager of PXV II and is controlled by Perceptive Advisors LLC (the "Advisor"), and Perceptive Xontogeny Venture II GP, LLC ("PXV GP") is the general partner of PXV II. Mr. Edelman is the managing member of PXV GP and the Advisor. The Venture Advisor, the Advisor, PXV GP and Mr. Edelman disclaim, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his or its indirect pecuniary interest therein, and this report shall not be deemed an admission that they are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

/s/ Joseph Edelman, for  
Perceptive Advisors LLC, 11/09/2023  
By: Joseph Edelman, its

managing member

/s/ Joseph Edelman, for  
Perceptive Xontogeny  
Venture Fund II, L.P., By:  
Perceptive Xontogeny 11/09/2023  
Ventures II GP, LLC, its

general partner, By: Joseph  
Edelman, its managing  
member

/s/ Joseph Edelman 11/09/2023

\*\* 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 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.**