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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-40356

RAIN ONCOLOGY INC.

(Exact name of registrant as specified in its charter)

8000 Jarvis Avenue, Suite 204
Newark, CA 94560
(510) 953-5559

(Address, including zip code, and number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.001 per share
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- | | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |
| Rule 15d-22(b) | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: One (1).

Pursuant to the requirements of the Securities Exchange Act of 1934, Rain Oncology Inc. has caused this certification and notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 5, 2024

By: /s/ Ryan Fukushima
Name: Ryan Fukushima
Title: Chief Executive Officer
