

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>TANG KEVIN C</u> <hr/> (Last) (First) (Middle) 4747 EXECUTIVE DRIVE SUITE 210 <hr/> (Street) SAN DIEGO CA 92121 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rain Oncology Inc. [RAIN]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2024		U ⁽¹⁾⁽²⁾		3,850,513	D	⁽³⁾	0	I	By LP ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
TANG KEVIN C

 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE
 SUITE 210

 (Street)
 SAN DIEGO CA 92121

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TANG CAPITAL MANAGEMENT LLC

 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE
 SUITE 210

 (Street)
 SAN DIEGO CA 92121

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TANG CAPITAL PARTNERS LP

 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE

SUITE 210

(Street)

SAN DIEGO CA 92121

(City)

(State)

(Zip)

Explanation of Responses:

1. This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 13, 2023, by and among the Issuer, Pathos AI, Inc. ("Parent"), and WK Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Parent, to which Parent completed a tender offer for shares of common stock of the Issuer, \$0.001 par value per share (each, a "Share"), and thereafter merged with and into the Issuer effective as of January 26, 2024 (the "Effective Time"). At the Effective Time, each issued and outstanding Share was converted into the right to receive \$1.16 per Share plus one contingent value right for potential cash payments of up to approximately \$0.17 per Share. From and after the Effective Time, all Shares were no longer outstanding and were automatically cancelled.
2. The Reporting Person has delivered to the Issuer the full amount of the disgorgeable profit arising the sale reported herein, in the amount of \$18,729.24.
3. The Reporting Persons received the following in exchange for each Share tendered in connection with the Merger: \$1.16 in cash per Share and one contingent value right for potential cash payments of up to approximately \$0.17 per Share.
4. The shares are beneficially owned by Tang Capital Partners, LP ("TCP"). Kevin Tang is the sole manager of Tang Capital Management, LLC ("TCM"), which is the general partner of TCP. Mr. Tang has a pecuniary interest in the shares beneficially held by TCP.

Kevin Tang 02/02/2024

Kevin Tang, Manager 02/02/2024

Kevin Tang, Manager of Tang

Capital Management, LLC. 02/02/2024

General Partner

** 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 4 (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.