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

# **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. \_\_)\*

Aerovate Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

008064107

(CUSIP Number)

July 2, 2021

(Date of Event which Requires Filing of this Statement)

Che	Check the appropriate box to designate the rule pursuant to which this Schedule is filed:		
[]	Rule 13d-1(b)		
[x]	Rule 13d-1(c)		
[]	Rule 13d-1(d)		

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).

<sup>\*</sup> 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.

1	Names of Reporting Persons.		
	I.R.S. Identifi	ication Nos. of above persons (entities only)	
	Cormorant G	lobal Healthcare Master Fund, LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) []		
	(b) [x]		
3	SEC Use Onl	v	
4		r Place of Organization.	
	о	<del> </del>	
	Cayman Islan	nds	
		5 Sole Voting Power	
		5 Sole volling rower	
		0 shares	
		6 Shared Voting Power	
	Number	o Shared voling Power	
	of Shares	818,995 shares	
	Beneficially	010,553 Sildres	
	Owned by	Refer to Item 4 below.	
	Each	7 Sole Dispositive Power	
	Reporting	/ Sole Dispositive Power	
	Person With	0 shares	
	reison with	8 Shared Dispositive Power	
		o Shared Dispositive Power	
		818,995 shares	
		Refer to Item 4 below.	
		Kerer to item 4 below.	
	Δ		
9	Aggregate An	nount Beneficially Owned by Each Reporting Person	
	040.005 1		
	818,995 share		
10	Refer to Item		
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
	[] N/A	D (O)	
11	Percent of Cla	ass Represented by Amount in Row (9)*	
	2.200/		
	3.36%	41.1.	
10	Refer to Item		
12		rting Person (See Instructions)	
	PN (Partnersh	nip)	

1		porting Persons.
	I.R.S. Identif	cication Nos. of above persons (entities only)
	Cormorant G	Global Healthcare GP, LLC
2		ppropriate Box if a Member of a Group (See Instructions)
	(a) []	
	(b) [x]	
3	SEC Use On	
4	Citizenship o	or Place of Organization.
	Delaware	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number	
	of Shares	818,995 shares
	Beneficially	
	Owned by	Refer to Item 4 below.
	Each	7 Sole Dispositive Power
	Reporting	
	Person With	0 shares
		8 Shared Dispositive Power
		818,995 shares
		Refer to Item 4 below.
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person
	818,995 share	
	Refer to Item	
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
	[ ] N/A	
11	Percent of Cla	ass Represented by Amount in Row (9)*
	3.36%	
	Refer to Item	
12	Type of Repo	orting Person (See Instructions)
	OO (Limited	Liability Company)

1		porting Persons.	
	I.R.S. Identif	ication Nos. of above persons (entities only)	
	Cormorant Pr	rivate Healthcare Fund II, LP	
2		opropriate Box if a Member of a Group (See Instructions)	
	(a) []		
	(b) [x]		
3	SEC Use Onl		
4	Citizenship o	or Place of Organization.	
	Delaware		
		5 Sole Voting Power	
		0 shares	
	_	6 Shared Voting Power	
	Number		
	of Shares	1,211,696 shares	
	Beneficially		
	Owned by	Refer to Item 4 below.	
	Each	7 Sole Dispositive Power	
	Reporting Person With	0.1	
	Person with	0 shares	
		8 Shared Dispositive Power	
		1,211,696 shares	
		Refer to Item 4 below.	
		Refer to Item 4 below.	
	Λ σσοσσολο Λο	research Description Council by Foods Description Description	
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person	
	1,211,696 sha	oroc .	
	Refer to Item		
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  [] N/A		
11		ass Represented by Amount in Row (9)*	
11	r creem or ca	ass represented by fullount in flow (5)	
	4.96%		
	Refer to Item	4 below.	
12		orting Person (See Instructions)	
	1, pc 01 1tcp0	0 ()	
	PN (Partnersh	nip)	

1	Names of Re	porting Persons.	
		ication Nos. of above persons (entities only)	
	Cormorant D	rivate Healthcare GP II, LLC	
	Cormorant 1	invale Heatureale Of II, LLC	
	Cl 1 1 A		
2		opropriate Box if a Member of a Group (See Instructions)	
	(a) []		
	(b) [x]		
3	SEC Use On	ly	
4	Citizenship o	or Place of Organization.	
	•		
	Delaware		
		50 LV.: D	
		5 Sole Voting Power	
		0 shares	
		6 Shared Voting Power	
	Number		
	of Shares	1,211,696 shares	
	Beneficially		
	Owned by	Refer to Item 4 below.	
	Each	7 Sole Dispositive Power	
	Reporting	/ Solic Dispositive Fower	
	Person With	0 shares	
	reison with		
		8 Shared Dispositive Power	
		1,211,696 shares	
		Refer to Item 4 below.	
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person	
	00 0		
	1,211,696 sha	ares	
	Refer to Item		
10			
10			
11			
11	Percent of Cla	ass Represented by Amount in Row (9)*	
	4.96%		
	Refer to Item		
12	Type of Repo	rting Person (See Instructions)	
	OO (Limited Liability Company)		

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  Cormorant Asset Management, LP  Check the Appropriate Box if a Member of a Group (See Instructions)	
Cormorant Asset Management, LP	
2 Check the Appropriate Box if a Member of a Group (See Instructions)	
2 Check the Appropriate Box if a Member of a Group (See Instructions)	
(a) []	
(b) [x]	
3 SEC Use Only	
4 Citizenship or Place of Organization.	
Delaware	
5 Sole Voting Power	
5 50tc voiling Fower	
0 shares	
6 Shared Voting Power	
Nulliber	
of Shares 2,030,691 shares	
Beneficially Pefor to Itom 4 below	
Owned by 7 Solo Dispositive Power	
EdCII	
Reporting 0 shares	
Person With  8 Shared Dispositive Power	
o onarea Dispositive Fower	
2,030,691 shares	
Refer to Item 4 below.	
9 Aggregate Amount Beneficially Owned by Each Reporting Person	
Aggregate Amount Deficitionary Owned by Each Reporting Leison	
2,030,691 shares	
Refer to Item 4 below.	
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
[] N/A	
11 Percent of Class Represented by Amount in Row (9)*	
1 Creem of Guiss represented by fundam in from (5)	
8.32%	
Refer to Item 4 below.	
12 Type of Reporting Person (See Instructions)	
13 Pet of Reporting Letson (See instructions)	
PN (Partnership)	
(x muccomp)	

1	Names of Re	porting Persons.	
	I.R.S. Identifi	ication Nos. of above persons (entities only)	
	Bihua Chen		
2	Check the Ap	propriate Box if a Member of a Group (See Instructions)	
	(a) []		
	(b) [x]		
3	SEC Use Onl	V .	
4		r Place of Organization.	
	United States		
-			
-		5 Sole Voting Power	
		5 Sole voting I ower	
		0 shares	
		6 Shared Voting Power	
	Number	o Shared votting I ower	
	of Shares	2,030,691 shares	
	Beneficially	Refer to Item 4 below.	
	Owned by	7 Sole Dispositive Power	
	Each	7 Sole Dispositive Power	
	Reporting	0 shares	
	Person With	8 Shared Dispositive Power	
		o Shared Dispositive Power	
		2,030,691 shares	
		Refer to Item 4 below.	
		Ketet to ttelli 4 below.	
	Λ	and the state of the control of the	
9	Aggregate An	nount Beneficially Owned by Each Reporting Person	
	2.020.001 -1		
	2,030,691 sha		
10	Refer to Item		
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
	[] N/A	D (O)t	
11	Percent of Cla	ass Represented by Amount in Row (9)*	
	0.2227		
	8.32%		
	Refer to Item		
12	Type of Repor	rting Person (See Instructions)	
	IN (Individual)		

# Item 1.

- (a) Name of Issuer Aerovate Therapeutics, Inc.
- (b) Address of Issuer's Principal Executive Offices

200 Berkeley Street, Floor 18, Boston, MA 02116

# Item 2.

(a) Name of Person Filing
Cormorant Global Healthcare Master Fund, LP
Cormorant Global Healthcare GP, LLC
Cormorant Private Healthcare Fund II, LP
Cormorant Private Healthcare GP II, LLC
Cormorant Asset Management, LP
Bihua Chen

(b) Address of Principal Business Office or, if none, Residence 200 Clarendon Street, 52nd Floor Boston, MA 02116

(c) Citizenship

Cormorant Global Healthcare Master Fund, LP - Cayman Islands Cormorant Global Healthcare GP, LLC - Delaware Cormorant Private Healthcare Fund II, LP - Delaware Cormorant Private Healthcare GP II, LLC - Delaware Cormorant Asset Management, LP - Delaware Bihua Chen - United States

(d) Title of Class of Securities Common Stock

(e) CUSIP Number 008064107

#### 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: Item 3. Broker or dealer registered under section 15 of the Act (15 U.S.C. 780). (a) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (b) [] Insurance Company as defined in Section 3(a)(19) of the Act (c)Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (d) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (e) []An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); [](f) [] A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); (g) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (h) [][] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (i) of 1940 (15 U.S.C. 80a-3); [] A non-U.S. institution in accordance with §240.13d–1(b)(1)(ii)(J); [] Group, in accordance with §240.13d-1(b)(1)(ii)(K). (k) Ownership\*\*\* Item 4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned\*\*\*

Cormorant Global Healthcare Master Fund, LP - 818,995 shares Cormorant Global Healthcare GP, LLC - 818,995 shares Cormorant Private Healthcare Fund II, LP - 1,211,696 shares Cormorant Private Healthcare GP II, LLC - 1,211,696 shares Cormorant Asset Management, LP - 2,030,691 shares Bihua Chen - 2,030,691 shares

(b) Percent of Class

Cormorant Global Healthcare Master Fund, LP -3.36% Cormorant Global Healthcare GP, LLC -3.36% Cormorant Private Healthcare Fund II, LP -4.96% Cormorant Private Healthcare GP II, LLC -4.96% Cormorant Asset Management, LP -8.32% Bihua Chen -8.32%

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP - 0 shares Cormorant Global Healthcare GP, LLC - 0 shares Cormorant Private Healthcare Fund II, LP - 0 shares Cormorant Private Healthcare GP II, LLC - 0 shares Cormorant Asset Management, LP - 0 shares Bihua Chen - 0 shares

(ii) shared power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP - 818,995 shares Cormorant Global Healthcare GP, LLC - 818,995 shares Cormorant Private Healthcare Fund II, LP - 1,211,696 shares Cormorant Private Healthcare GP II, LLC - 1,211,696 shares Cormorant Asset Management, LP - 2,030,691 shares Bihua Chen - 2,030,691 shares

(iii) sole power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP - 0 shares Cormorant Global Healthcare GP, LLC - 0 shares Cormorant Private Healthcare Fund II, LP - 0 shares Cormorant Private Healthcare GP II, LLC - 0 shares Cormorant Asset Management, LP - 0 shares Bihua Chen - 0 shares

(iv) shared power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP - 818,995 shares Cormorant Global Healthcare GP, LLC - 818,995 shares Cormorant Private Healthcare Fund II, LP - 1,211,696 shares Cormorant Private Healthcare GP II, LLC - 1,211,696 shares Cormorant Asset Management, LP - 2,030,691 shares Bihua Chen - 2,030,691 shares

\*\*\* Shares reported herein for Cormorant Asset Management, LP represent shares which are beneficially owned by Cormorant Global Healthcare Master Fund, LP (the "Master Fund") and Cormorant Private Healthcare Fund II, LP ("Fund II"), as reported herein. Cormorant Global Healthcare GP, LLC and Cormorant Private Healthcare GP II, LLC serve as the general partners of the Master Fund and Fund II, respectively. Cormorant Asset Management, LP serves as the investment manager to the Master Fund and Fund II. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP II, LLC and the general partner of Cormorant Asset Management, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

The percentages reported herein with respect to the Reporting Persons' holdings are calculated based upon (i) a statement in the Issuer's Prospectus dated June 29, 2021, as filed with the Securities and Exchange Commission on June 30, 2021, that there would be 23,108,072 shares of Common Stock of the Issuer outstanding immediately after public offering to which the Prospectus related, without taking into account any additional shares of Common Stock that might be issued to the underwriters of the offering upon the exercise of their overallotment option, and (ii) the statement in the Issuer's press release dated July 2, 2021 that, at the closing of such offering, the Issuer sold an additional 1,302,321 shares of Common Stock in connection with the exercise in full by the underwriters of their option to purchase additional shares.

# 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

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 that purpose or effect.

# **Exhibits** Exhibit

**99.1** Joint Filing Agreement by and among the Reporting Persons.

# **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.

July 12, 2021

CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP

By: Cormorant Global Healthcare GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT GLOBAL HEALTHCARE GP, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE FUND II, LP

By: Cormorant Private Healthcare GP II, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE GP II, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT ASSET MANAGEMENT, LP

By: Cormorant Asset Management GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

/s/ Bihua Chen

Bihua Chen

#### JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of July 12, 2021, is by and among Cormorant Global Healthcare Master Fund, LP, Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare Fund II, LP, Cormorant Private Healthcare GP II, LLC, Cormorant Asset Management, LP and Bihua Chen (collectively, the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D and/or 13G with respect to shares of Common Stock of Aerovate Therapeutics, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13D and/or 13G (and any amendments thereto) on behalf of each of the Filers, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP

By: Cormorant Global Healthcare GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT GLOBAL HEALTHCARE GP, LLC

By: <u>/s/ Bihua Chen</u>

Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE FUND II, LP

By: Cormorant Private Healthcare GP II, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE GP II, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT ASSET MANAGEMENT, LP

By: Cormorant Asset Management GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

/s/ Bihua Chen

Bihua Chen