

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

<p>1. Name and Address of Reporting Person*</p> <p><u>SANDELL SCOTT D</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>1954 GREENSPRING DRIVE</u></p> <p><u>SUITE 600</u></p> <hr/> <p>(Street)</p> <p><u>TIMONIUM MD 21093</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Sagimet Biosciences Inc. [SGMT]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>01/29/2024</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>Rule 10b5-1(c) Transaction Indication</p> <p><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.</p>		

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			
Series A Common Stock	01/29/2024		J ⁽¹⁾		850,000	D	\$0.00	3,000,275	I	See Note 2 ⁽²⁾
Series A Common Stock	01/29/2024		J ⁽³⁾		260,950	A	\$0.00	260,950	I	See Note 4 ⁽⁴⁾
Series A Common Stock	01/29/2024		J ⁽⁵⁾		260,950	D	\$0.00	0	I	See Note 4 ⁽⁴⁾
Series A Common Stock	01/29/2024		J ⁽⁶⁾		6,997	A	\$0.00	6,997	I	See Note 7 ⁽⁷⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution of 850,000 shares of Series A Common Stock of the Issuer to its general partner and limited partners for no consideration on January 29, 2024.
- The Reporting Person is a director of NEA 13 GP, LTD ("NEA 13 LTD"), which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of NEA 13, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 13 in which the Reporting Person has no pecuniary interest.
- NEA Partners 13 received 260,950 shares of Series A Common Stock of the Issuer in the distribution made by NEA 13 on January 29, 2024.
- The Reporting Person is a director of NEA 13 LTD, the sole general partner of NEA Partners 13, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA Partners 13 in which the Reporting Person has no pecuniary interest.
- NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 260,950 shares of Series A Common Stock of the Issuer to its limited partners on January 29, 2024.
- The Reporting Person, as Trustee of the Blue Mountain Trust, dated April 29, 2019 (the "Blue Mountain Trust") received 6,997 shares of Series A Common Stock of the Issuer in the distribution by NEA Partners 13 on January 29, 2024.
- The Reporting Person is Trustee of the Blue Mountain Trust, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by the Blue Mountain Trust in which the Reporting Person has no pecuniary interest.

Remarks:

/s/ Stephanie Brecher
attorney-in-fact

01/31/2024

** 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.