

89BIO, INC.
Reported by
MARTINS RYAN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/04/25 for the Period Ending 02/01/25

| | |
|-------------|---|
| Address | 655 MONTGOMERY STREET SUITE 1500 SAN FRANCISCO, CA, 94111 |
| Telephone | (415) 432-9270 |
| CIK | 0001785173 |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 4

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

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.

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

STATEMENT OF CHANGES IN 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 [*] | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Martins Ryan | | | 89bio, Inc. [ETNB] | | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | |
| C/O 89BIO, INC., 655 MONTGOMERY STREET, SUITE 1500 | | | 2/1/2025 | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SAN FRANCISCO, CA 94111 | | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | | | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 2/1/2025 | | A ⁽¹⁾ | | 80,000 | A | \$0 | | 277,620 | D | |
| Common Stock | 2/1/2025 | | F | | 3,338 ⁽²⁾ | D | \$9.6 | | 274,282 | D | |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|--|--|-------------------|---|---------------------------------|--|--|---|--|-----|---|--|--|--|---------|---|
| | | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Stock Option (Right to Buy) | \$9.6 | 2/1/2025 | | A | 300,000 | ⁽³⁾ | | | | 2/1/2035 | Common Stock | 300,000 | \$0 | 300,000 | D |

Explanation of Responses:

- (1) Represents restricted stock units that vest in equal semi-annual installments over three years, subject to the Reporting Person's continued service to the Issuer.
- (2) These shares were withheld from the vesting of restricted stock units to cover the estimated tax withholding obligation.
- (3) Represents a right to purchase a total of 300,000 shares of the Issuer's Common Stock, one quarter of which will vest on February 1, 2026, with the remaining three quarters vesting in equal quarterly installments over the following three years, subject to the Reporting Person's continued service to the Issuer.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martins Ryan C/O 89BIO, INC. 655 MONTGOMERY STREET, SUITE 1500 SAN FRANCISCO, CA 94111 | | | Chief Financial Officer | |

Signatures

/s/ Ryan A. Murr, as attorney-in-fact for Ryan Martins

2/4/2025

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.

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