

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

☐ 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 for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Cormorant Asset Management, LP</u>  (Last) (First) (Middle) <u>200 CLARENDON STREET</u> <u>52ND FLOOR</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Corbus Pharmaceuticals Holdings, Inc. [ CRBP ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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	03/07/2024		P		46,799	A	\$37.82 <sup>(1)</sup>	1,521,799	I	See Footnote <sup>(2)</sup>
Common Stock	03/07/2024		P		10,736	A	\$39.13 <sup>(3)</sup>	1,532,535	I	See Footnote <sup>(2)</sup>
Common Stock	03/07/2024		P		90,325	A	\$39.99 <sup>(4)</sup>	1,622,860	I	See Footnote <sup>(2)</sup>
Common Stock	03/07/2024		P		102,140	A	\$41.23 <sup>(5)</sup>	1,725,000	I	See Footnote <sup>(2)</sup>
Common Stock	03/08/2024		P		29,342	A	\$41.23 <sup>(6)</sup>	1,754,342	I	See Footnote <sup>(2)</sup>
Common Stock	03/08/2024		P		24,983	A	\$42.25 <sup>(7)</sup>	1,779,325	I	See Footnote <sup>(2)</sup>
Common Stock	03/08/2024		P		18,548	A	\$43.26 <sup>(8)</sup>	1,797,873	I	See Footnote <sup>(2)</sup>
Common Stock	03/08/2024		P		61,668	A	\$44.62 <sup>(9)</sup>	1,859,541	I	See Footnote <sup>(2)</sup>
Common Stock	03/08/2024		P		156,597	A	\$45.26 <sup>(10)</sup>	2,016,138	I	See Footnote <sup>(2)</sup>
Common Stock	03/08/2024		P		8,862	A	\$45.96 <sup>(11)</sup>	2,025,000	I	See Footnote <sup>(2)</sup>

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	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person *		
<a href="#">Cormorant Asset Management, LP</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET 52ND FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Chen Bihua</a>		
(Last)	(First)	(Middle)
C/O CORMORANT ASSET MANAGEMENT, LP 200 CLARENDON STREET, 52ND FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Cormorant Global Healthcare Master Fund, LP</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET 52ND FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

**Explanation of Responses:**

1. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$37.53 to \$38.00 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission (the "SEC"), the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund (as defined below).
2. Cormorant Asset Management, LP ("Cormorant") serves as the investment manager of Cormorant Global Healthcare Master Fund, LP (the "Master Fund"). Cormorant Global Healthcare GP, LLC ("GP LLC") serves as General Partner of the Master Fund. Bihua Chen serves as manager of Cormorant, GP LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
3. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$38.77 to \$39.53 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
4. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$39.55 to \$40.50 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
5. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$40.53 to \$41.50 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
6. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$40.83 to \$41.50 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
7. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$42.24 to \$42.48 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
8. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$43.15 to \$43.82 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
9. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$44.20 to \$44.82 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
10. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$44.84 to \$45.72 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.
11. Represents the weighted average sale price of shares of common stock purchased in a series of open market transactions on the transaction date at prices ranging from \$45.88 to \$46.00 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price. All of these shares were purchased by the Master Fund.

[/s/ CORMORANT ASSET MANAGEMENT, LP By: Cormorant Asset Management GP, LLC, its General Partner](#)    03/11/2024  
[/s/ Bihua Chen](#)    03/11/2024  
[/s/ CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP By: Cormorant Global Healthcare GP, LLC, its General Partner](#)    03/11/2024

\*\* 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.

