

STEALTH BIOTHERAPEUTICS CORP

Filed by
NAN FUNG GROUP HOLDINGS LTD

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 01/09/20

Telephone	617-600-6888
CIK	0001696396
Symbol	MITO
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 13D/A
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2) ¹

Stealth BioTherapeutics Corp.

(Name of Issuer)

Ordinary Shares, \$0.0003 par value

(Title of Class of Securities)

85789A105

(CUSIP Number)

Ben Yip
Nan Fung Trinity (HK) Limited
Room 1701-1707 Nan Fung Tower
88 Connaught Road C & 173 Des Voeux Road
Central, Hong Kong
Tel. +852 3106 7898

James T. Lidbury, Esq.
Ropes & Gray
44th Floor, One Exchange Square
8 Connaught Place
Central, Hong Kong
Tel: +852 3664 6521

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 7, 2020

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures provided in a prior cover page.

The information required on 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*).

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	Nan Fung Group Holdings Limited		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		AF
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		British Virgin Islands
	7.	SOLE VOTING POWER	0
			20,240,817*
	8.	SHARED VOTING POWER	0
			20,240,817*
	9.	SOLE DISPOSITIVE POWER	0
			20,240,817*
	10.	SHARED DISPOSITIVE POWER	20,240,817*
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		20,240,817*
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		4.8%**
14.	TYPE OF REPORTING PERSON		CO

* Consists of 20,240,817 Ordinary Shares directly held by Pivotal Beta Limited. See Item 2(a) of this Schedule 13D.

** Based on 420,357,503 Ordinary Shares outstanding following (a) the Issuer's initial public offering, as reported in the Issuer's prospectus on Form 424B4 dated February 14, 2019 and filed with the Securities and Exchange Commission (the "SEC") on February 15, 2019 and (b) the underwriters' partial exercise of the over-allotment option for such initial public offering on March 4, 2019, as disclosed in the Issuer's Report on Form 6-K filed with the SEC on March 5, 2019.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	NF Investment Holdings Limited		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		AF
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		British Virgin Islands
			0
	7. SOLE VOTING POWER		
			20,240,817*
	8. SHARED VOTING POWER		
			0
	9. SOLE DISPOSITIVE POWER		
			20,240,817*
	10. SHARED DISPOSITIVE POWER		
			20,240,817*
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		<input type="checkbox"/>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		4.8%**
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		CO
14.	TYPE OF REPORTING PERSON		

* Consists of 20,240,817 Ordinary Shares directly held by Pivotal Beta Limited. See Item 2(a) of this Schedule 13D.

** Based on 420,357,503 Ordinary Shares outstanding following (a) the Issuer's initial public offering, as reported in the Issuer's prospectus on Form 424B4 dated February 14, 2019 and filed with the SEC on February 15, 2019 and (b) the underwriters' partial exercise of the over-allotment option for such initial public offering on March 4, 2019, as disclosed in the Issuer's Report on Form 6-K filed with the SEC on March 5, 2019.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	Permwell Management Limited		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		WC
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		British Virgin Islands
			0
	7. SOLE VOTING POWER		0
	8. SHARED VOTING POWER		0
	9. SOLE DISPOSITIVE POWER		0
	10. SHARED DISPOSITIVE POWER		0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		0
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		0%*
14.	TYPE OF REPORTING PERSON		CO

* Based on 420,357,503 Ordinary Shares outstanding following (a) the Issuer's initial public offering, as reported in the Issuer's prospectus on Form 424B4 dated February 14, 2019 and filed with the SEC on February 15, 2019 and (b) the underwriters' partial exercise of the over-allotment option for such initial public offering on March 4, 2019, as disclosed in the Issuer's Report on Form 6-K filed with the SEC on March 5, 2019.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	Grand Epoch Holdings Limited		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		AF
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		British Virgin Islands
			0
	7. SOLE VOTING POWER		
			20,240,817*
	8. SHARED VOTING POWER		
			0
	9. SOLE DISPOSITIVE POWER		
			20,240,817*
	10. SHARED DISPOSITIVE POWER		
			20,240,817*
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		<input type="checkbox"/>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		4.8%**
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		CO
14.	TYPE OF REPORTING PERSON		

* Such Ordinary Shares are directly held by Pivotal Beta Limited. See Item 2(a) of this Schedule 13D.

** Based on 420,357,503 Ordinary Shares outstanding following (a) the Issuer's initial public offering, as reported in the Issuer's prospectus on Form 424B4 dated February 14, 2019 and filed with the SEC on February 15, 2019 and (b) the underwriters' partial exercise of the over-allotment option for such initial public offering on March 4, 2019, as disclosed in the Issuer's Report on Form 6-K filed with the SEC on March 5, 2019.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	Eternal Sky Holdings Limited		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		AF
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		British Virgin Islands
			0
	7. SOLE VOTING POWER		
			20,240,817*
	8. SHARED VOTING POWER		
			0
	9. SOLE DISPOSITIVE POWER		
			20,240,817*
	10. SHARED DISPOSITIVE POWER		
			20,240,817*
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		<input type="checkbox"/>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		4.8%**
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		CO
14.	TYPE OF REPORTING PERSON		

* Such Ordinary Shares are directly held by Pivotal Beta Limited. See Item 2(a) of this Schedule 13D.

** Based on 420,357,503 Ordinary Shares outstanding following (a) the Issuer's initial public offering, as reported in the Issuer's prospectus on Form 424B4 dated February 14, 2019 and filed with the SEC on February 15, 2019 and (b) the underwriters' partial exercise of the over-allotment option for such initial public offering on March 4, 2019, as disclosed in the Issuer's Report on Form 6-K filed with the SEC on March 5, 2019.

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)		
	Pivotal Beta Limited		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)	<input type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS		WC
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION		British Virgin Islands
			0
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER
			20,240,817*
		8.	SHARED VOTING POWER
			20,240,817*
		9.	SOLE DISPOSITIVE POWER
			20,240,817*
		10.	SHARED DISPOSITIVE POWER
			0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		<input type="checkbox"/>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		4.8%**
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		CO
14.	TYPE OF REPORTING PERSON		

* See Item 2(a) of this Schedule 13D.

** Based on 420,357,503 Ordinary Shares outstanding following (a) the Issuer's initial public offering, as reported in the Issuer's prospectus on Form 424B4 dated February 14, 2019 and filed with the SEC on February 15, 2019 and (b) the underwriters' partial exercise of the over-allotment option for such initial public offering on March 4, 2019, as disclosed in the Issuer's Report on Form 6-K filed with the SEC on March 5, 2019.

SCHEDULE 13D/A

Item 1. Security and Issuer.

Reference is made to the statement on Schedule 13D filed on July 15, 2019 (the "Original Schedule 13D") as further amended by Amendment No. 1 filed on December 31, 2019 ("Amendment No. 1" and together with the Original Schedule 13D, the "Schedule 13D Filing") and relates to the Ordinary Shares, \$0.0003 par value (the "Shares"), of Stealth BioTherapeutics Corp., a Cayman Islands company (the "Issuer"). The address of the principal executive office of the Issuer is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9005 Cayman Islands.

This Amendment No. 2 (the "Amendment") hereby amends and supplements the Schedule 13D Filing as described herein. Except as otherwise described herein, the information contained in the Schedule 13D Filing remains in effect. Capitalized terms used but not defined in this Amendment shall have the respective meanings set forth thereto in the Schedule 13D Filing.

Item 2. Identity and Background.

No changes.

Item 3. Source and Amount of Funds or Other Consideration.

No changes.

Item 4. Purpose of Transaction.

No changes.

Item 5. Interest in Securities of the Issuer.

- (a) - (b) The information requested by this paragraph is incorporated herein by reference to the cover pages to this Amendment and Item 2(a).
- (c) Information concerning transactions effected by the Reporting Person(s) during the past sixty days is set forth in Exhibit B hereto and is incorporated herein by reference. All of the transactions listed hereto were effected in the open market through various brokerage entities and in the normal course of portfolio management.
- (d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of, the Shares owned by the Reporting Persons.
- (e) Following the closing of the sales described herein, the Reporting Persons cease to be the beneficial owners of more than five percent of the Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No changes.

Item 7. Material to be Filed as Exhibits.

- Exhibit A - Joint Filing Agreement (incorporated by reference to Exhibit A to the Reporting Persons' Schedule 13D filed on July 15, 2019)
- Exhibit B - Transactions in the ADSs of the Issuer During the Last 60 Days

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 9, 2020

NAN FUNG GROUP HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson
Name: Tang Chun Wai Nelson
Title: Director

NF INVESTMENT HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson
Name: Tang Chun Wai Nelson
Title: Director

PERMWELL MANAGEMENT LIMITED

By: /s/ Tang Chun Wai Nelson
Name: Tang Chun Wai Nelson
Title: Director

GRAND EPOCH HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson
Name: Tang Chun Wai Nelson
Title: Director

ETERNAL SKY HOLDINGS LIMITED

By: /s/ Tang Chun Wai Nelson
Name: Tang Chun Wai Nelson
Title: Director

PIVOTAL BETA LIMITED

By: /s/ Tang Chun Wai Nelson
Name: Tang Chun Wai Nelson
Title: Director

**TRANSACTIONS IN THE ADSs OF THE ISSUER
DURING THE LAST 60 DAYS**

The following table sets forth all the transactions in the ADSs effected in the past sixty days by the Reporting Person(s). All such transaction were effected in the open market through brokers and the price per share is net of commissions.

Reporting Person	Trade Date	ADSs Sold¹	Price Per ADS (\$)
Permwell Management Limited	1/2/2020	101,662	\$3.07 ²
Permwell Management Limited	1/3/2020	81,112	\$2.95 ³
Permwell Management Limited	1/6/2020	56,592	\$3.00 ⁴
Permwell Management Limited	1/7/2020	93,967	\$3.15 ⁵

¹ Each ADS represents twelve Ordinary Shares.

² This is the weighted average sales price. Such ADSs were sold in multiple transactions at prices ranging from \$3.00 to \$3.43. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs sold at each separate price within each such range.

³ This is the weighted average sales price. Such ADSs were sold in multiple transactions at prices ranging from \$2.73 to \$3.07. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs sold at each separate price within each such range.

⁴ This is the weighted average sales price. Such ADSs were sold in multiple transactions at prices ranging from \$2.93 to \$3.07. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs sold at each separate price within each such range.

⁵ This is the weighted average sales price. Such ADSs were sold in multiple transactions at prices ranging from \$3.01 to \$3.31. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ADSs sold at each separate price within each such range.