

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

---

**Stealth BioTherapeutics Corp**

(Name of Issuer)

---

**Ordinary Shares, par value \$0.0003 per share**  
(Title of Class of Securities)

---

**85788D100**  
(CUSIP Number)

---

**Morningside Venture (I) Investments Limited**  
**C/O THC Management Services S.A.M.,**  
**2nd Floor,**  
**Le Prince De Galles**  
**3-5 Avenue DesCitronniers**  
**Monaco, MC 98000**  
**011-377-97-97-47-37**

**with a copy to:**  
**Morningside Technology Advisory, LLC**  
**Attn: Daniel White, Esq.**  
**1188 Centre Street**  
**Newton Centre, MA 02459**

---

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

---

**February 26, 2021**  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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.

\* 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) Names of Reporting Persons  
Morningside Venture (I) Investments Limited
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
WC
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
British Virgin Islands
- 
- (7) Sole Voting Power  
0
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
540,133,192(1)
- 
- (9) Sole Dispositive Power  
0
- 
- (10) Shared Dispositive Power  
540,133,192(1)
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
540,133,192(1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
66.5% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
CO
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Securities and Exchange Commission (the "SEC") on August 5, 2021.

- (1) Names of Reporting Persons  
Frances Anne Elizabeth Richard
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
AF
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
United Kingdom
- 
- (7) Sole Voting Power  
0
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
540,133,192(1)
- 
- (9) Sole Dispositive Power  
0
- 
- (10) Shared Dispositive Power  
540,133,192(1)
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
540,133,192(1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
66.5% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
IN
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

- (1) Names of Reporting Persons  
Jill Marie Franklin
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
AF
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
United Kingdom
- 
- (7) Sole Voting Power  
0
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
540,133,192(1)
- 
- (9) Sole Dispositive Power  
0
- 
- (10) Shared Dispositive Power  
540,133,192(1)
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
540,133,192(1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
66.5% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
IN
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

- (1) Names of Reporting Persons  
Peter Stuart Allenby Edwards
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
AF
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
United Kingdom
- 
- (7) Sole Voting Power  
0
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
540,133,192(1)
- 
- (9) Sole Dispositive Power  
0
- 
- (10) Shared Dispositive Power  
540,133,192(1)
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
540,133,192(1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
66.5% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
IN
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

- (1) Names of Reporting Persons  
Cheung Ka Ho
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
AF
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
Hong Kong
- 
- (7) Sole Voting Power  
0
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
540,133,192(1)
- 
- (9) Sole Dispositive Power  
0
- 
- (10) Shared Dispositive Power  
540,133,192(1)
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
540,133,192(1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
66.5% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
IN
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

- (1) Names of Reporting Persons  
Equal Talent Investments Limited
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
WC
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
British Virgin Islands
- 
- (7) Sole Voting Power  
19,533,720 (1)
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
0
- 
- (9) Sole Dispositive Power  
19,533,720 (1)
- 
- (10) Shared Dispositive Power  
0
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
19,533,720 (1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
2.8% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
CO
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

- (1) Names of Reporting Persons  
Season Pioneer Investments Limited
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
WC
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
British Virgin Islands
- 
- (7) Sole Voting Power  
39,066,276 (1)
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
0
- 
- (9) Sole Dispositive Power  
39,066,276 (1)
- 
- (10) Shared Dispositive Power  
0
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
39,066,276 (1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
5.7% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
CO
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

- (1) Names of Reporting Persons  
Suk Ying Pauli Ng
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 
- (3) SEC Use Only
- 
- (4) Source of Funds (See Instructions)  
AF
- 
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 
- (6) Citizenship or Place of Organization  
Hong Kong
- 
- (7) Sole Voting Power  
58,599,996 (1)
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
- (8) Shared Voting Power  
0
- 
- (9) Sole Dispositive Power  
58,599,996 (1)
- 
- (10) Shared Dispositive Power  
0
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
58,599,996 (1)
- 
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
- (13) Percent of Class Represented by Amount in Row (11)  
8.5% (2)
- 
- (14) Type of Reporting Person (See Instructions)  
IN
- 

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 690,993,790 Ordinary Shares outstanding as of June 30, 2021 as reported in Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on August 5, 2021.

**Item 1. Security and Issuer.**

This Amendment No. 6 (“Amendment No. 6”) amends the Schedule 13D filed with the SEC on February 28, 2019 (the “Original Schedule 13D”), which Original Schedule 13D was amended by Amendment No. 1 to the Original Schedule 13D filed on March 22, 2019 (“Amendment No. 1”), Amendment No. 2 to the Original Schedule 13D filed on May 24, 2019 (“Amendment No. 2”), Amendment No. 3 to the Original Schedule 13D filed on April 15, 2020 (“Amendment No. 3”), Amendment No. 4 to the Original Schedule 13D filed on October 30, 2020 (“Amendment No. 4”), Amendment No. 5 to the Original Schedule 13D filed on February 17, 2021 (“Amendment No. 5), and together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, and Amendment No. 6 (the “Amended Filing”) relates to the Reporting Persons’ (as defined in Item 2 below) beneficial ownership interest in the ordinary shares, par value \$0.0003 per share (the “Ordinary Shares”), of Stealth BioTherapeutics Corp, a Cayman Islands company (the “Issuer”), which conducts its operations in the United States through Stealth BioTherapeutics, Inc., a Delaware corporation (“Stealth Delaware”). The address of the principal executive office of Stealth Delaware is 275 Grove Street, Suite 3-107, Newton, Massachusetts 02466. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Except as otherwise described herein, the information contained in the Amended Filing remains in effect. Capitalized terms used but not defined in this Amendment shall have the respective meanings set forth with respect thereto in the Amended Filing.

**Item 2. Identity and Background.**

[No changes.]

- (a) This statement is filed by:
- (i) Morningside Venture (I) Investments Limited, a British Virgin Islands exempted company (“MVIL”), with respect to the Ordinary Shares directly and beneficially owned by it;
  - (ii) Frances Anne Elizabeth Richard, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with MVIL;
  - (iii) Jill Marie Franklin, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with MVIL;
  - (iv) Peter Stuart Allenby Edwards, with respect to the Ordinary Shares beneficially owned by him as a result of his position as a director with MVIL;
  - (v) Cheung Ka Ho, with respect to the Ordinary Shares beneficially owned by him as a result of his position as a director with MVIL;
  - (vi) Equal Talent Investments Limited, a British Virgin Islands exempted company (“ETIL”), with respect to the Ordinary Shares beneficially owned by it;
  - (vii) Season Pioneer Investments Limited, a British Virgin Islands exempted company (“SPIL”), with respect to the Ordinary Shares beneficially owned by it; and
  - (viii) Suk Ying Pauli Ng, with respect to the Ordinary Shares beneficially owned by her as a result of her positions as a director with ETIL and as a director with SPIL.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Frances Anne Elizabeth Richard, Jill Marie Franklin, Peter Stuart Allenby Edwards and Cheung Ka Ho, are the directors of MVIL and share voting and dispositive power with respect to the securities held by MVIL. Ms. Richard, Ms. Franklin, Mr. Edwards and Mr. Cheung each disclaim beneficial ownership of the securities owned directly by MVIL. MVIL disclaims beneficial ownership of the securities owned directly by ETIL and SPIL. MVIL is ultimately wholly beneficially owned by a family trust established by Madam Chan Tan Ching Fen.

Suk Ying Pauli Ng is the sole director of ETIL and has sole voting and dispositive power with respect to the securities held by ETIL. Ms. Ng disclaims beneficial ownership of the securities owned directly by ETIL. ETIL disclaims beneficial ownership of the securities owned directly by MVIL and SPIL. ETIL is ultimately wholly beneficially owned by a trust over which Peter Stuart Allenby Edwards has sole authority to remove the trustee.

Suk Ying Pauli Ng is the sole director of SPIL and has sole voting and dispositive power with respect to the securities held by SPIL. Ms. Ng disclaims beneficial ownership of the securities owned directly by SPIL. SPIL disclaims beneficial ownership of the securities owned directly by MVIL and ETIL. SPIL is ultimately wholly beneficially owned by a trust over which Peter Stuart Allenby Edwards has sole authority to remove the trustee.

(b) The business address of each of the Reporting Persons is:

(i) With respect to MVIL, Ms. Richard, Ms. Franklin, Mr. Edwards and Mr. Cheung:

c/o THC Management Services S.A.M.,  
2nd Floor, Le Prince De Galles  
3-5 Avenue Des Citronniers  
MC 98000, Monaco

With copies to:

Morningside Technology Advisory, LLC  
Attn: Stephanie O'Brien, Esq.  
1188 Centre Street  
Newton Centre, MA 02459

Springfield Financial Advisory Limited  
Attn: Alice Li/Makim Ma  
22nd Floor Hang Lung Centre  
2-20 Paterson Street  
Causeway Bay, Hong Kong

(ii) With respect to ETIL and Ms. Ng:

c/o THC Management Services S.A.M.,  
2nd Floor, Le Prince De Galles  
3-5 Avenue Des Citronniers

MC 98000, Monaco

With copies to:

Morningside Technology Advisory, LLC  
Attn: Stephanie O'Brien, Esq.  
1188 Centre Street  
Newton Centre, MA 02459

Springfield Financial Advisory Limited  
Attn: Alice Li/Makim Ma  
22nd Floor Hang Lung Centre  
2-20 Paterson Street  
Causeway Bay, Hong Kong

(iii) With respect to SPIL and Ms. Ng:  
c/o THC Management Services S.A.M.,  
2nd Floor, Le Prince De Galles  
3-5 Avenue Des Citronniers  
MC 98000, Monaco

With copies to:

Morningside Technology Advisory, LLC  
Attn: Stephanie O'Brien, Esq.  
1188 Centre Street  
Newton Centre, MA 02459

Springfield Financial Advisory Limited  
Attn: Alice Li/Makim Ma  
22nd Floor Hang Lung Centre  
2-20 Paterson Street  
Causeway Bay, Hong Kong

- (c) The present principal business of MVIL, Ms. Richard, Ms. Franklin, Mr. Edwards, Mr. Cheung, ETIL, SPIL and Ms. Ng is the venture capital and private equity investment business.
- (d) No Reporting Person, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person, during the last five years, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Citizenship of the Reporting Persons is as set forth below:

MVIL	British Virgin Islands
Ms. Richard	United Kingdom
Ms. Franklin	United Kingdom
Mr. Edwards	United Kingdom
Mr. Cheung	Hong Kong
ETIL	British Virgin Islands
SPIL	British Virgin Islands
Ms. Ng	Hong Kong

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

No changes, except as set forth below.

On February 26, 2021, MVIL acquired a warrant exercisable for 18,750,000 ordinary shares of the Issuer at an exercise price of \$0.16 per share (the "February Warrants"). The February Warrants have a three-year term.

On May 21, 2021, MVIL acquired a warrant exercisable for 18,461,538 ordinary shares of the Issuer at an exercise price of \$0.13 per share (the "May Warrants"). The May Warrants have a three-year term.

On September 30, 2021, MVIL acquired (i) a warrant exercisable for 10,714,286 ordinary shares of the Issuer at an exercise price of \$0.14 per share and (ii) a warrant exercisable for 12,857,143 ordinary shares of the Issuer at an exercise price of \$0.14 per share (together with the warrants described in clause (i), the "September Warrants"). The September Warrants have a three-year term.

On October 29, 2021, MVIL acquired a warrant exercisable for 13,636,364 ordinary shares of the Issuer at an exercise price of \$0.11 per share (the “October Warrants”, and collectively with the February Warrants, the May Warrants and the September Warrants, the “Warrants”). The October Warrants have a three-year term.

The Warrants were acquired in connection with a development funding agreement between MVIL and the Issuer dated as of October 30, 2020 under which MVIL agreed to provide funding to the Issuer in connection with the development of one of its product candidates (the “Development Funding Agreement”).

**Item 4. Purpose of Transaction.**

No changes.

**Item 5. Interest in Securities of the Issuer.**

No changes except as described below.

The aggregate percentage of Ordinary Shares reported beneficially owned by each person named herein is determined in accordance with SEC rules and is based upon 690,993,790 of the Issuer’s Ordinary Shares outstanding. The applicable SEC rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities.

**A. Morningside Venture (I) Investments Limited**

(a) As of the date hereof, MVIL beneficially owns 540,133,192 Ordinary Shares, representing a beneficial ownership of approximately 66.5% of the Ordinary Shares. MVIL directly holds 418,960,015 ordinary shares, including ordinary shares represented by American Depositary Shares (“ADSs”). MVIL has the right to acquire (i) 46,153,846 ordinary shares upon exercise of a warrant issued to MVIL on October 30, 2020 in connection with the Development Funding Agreement (the Prior Warrant), (ii) 74,419,331 ordinary shares upon exercise of the Warrants, and (iii) 600,000 ordinary shares upon the exercise of an option to purchase ordinary shares.

(b)	1. Sole power to vote or direct vote:	-0-
	2. Shared power to vote or direct vote:	540,133,192
	3. Sole power to dispose or direct the disposition:	-0-
	4. Shared power to dispose or direct the disposition:	540,133,192

**B. Frances Anne Elizabeth Richard**

(a) As of the date hereof, Ms. Richard beneficially owns 540,133,192 Ordinary Shares, representing a beneficial ownership of approximately 66.5% of the Ordinary Shares. MVIL directly holds 418,960,015 ordinary shares, including ordinary shares represented by American Depositary Shares (“ADSs”). MVIL has the right to acquire (i) 46,153,846 ordinary shares upon exercise of a warrant issued to MVIL on October 30, 2020 in connection with the Development Funding Agreement (the Prior Warrant), (ii) 74,419,331 ordinary shares upon exercise of the Warrants, and (iii) 600,000 ordinary shares upon the exercise of an option to purchase ordinary shares.

(b)	1. Sole power to vote or direct vote:	-0-
	2. Shared power to vote or direct vote:	540,133,192
	3. Sole power to dispose or direct the disposition:	-0-
	4. Shared power to dispose or direct the disposition:	540,133,192

**C. Jill Marie Franklin**

(a) As of the date hereof, Ms. Franklin beneficially owns 540,133,192 Ordinary Shares, representing a beneficial ownership of approximately 66.5% of the Ordinary Shares. MVIL directly holds 418,960,015 ordinary shares, including ordinary shares represented by American Depositary Shares (“ADSs”). MVIL has the right to acquire (i) 46,153,846 ordinary shares upon exercise of a warrant issued to MVIL on October 30, 2020 in connection with the Development Funding Agreement (the Prior Warrant), (ii) 74,419,331 ordinary shares upon exercise of the Warrants, and (iii) 600,000 ordinary shares upon the exercise of an option to purchase ordinary shares.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	540,133,192
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	540,133,192

**D. Peter Stuart Allenby Edwards**

(a) As of the date hereof, Mr. Edwards beneficially owns 540,133,192 Ordinary Shares, representing a beneficial ownership of approximately 66.5% of the Ordinary Shares. MVIL directly holds 418,960,015 ordinary shares, including ordinary shares represented by American Depositary Shares (“ADSs”). MVIL has the right to acquire (i) 46,153,846 ordinary shares upon exercise of a warrant issued to MVIL on October 30, 2020 in connection with the Development Funding Agreement (the Prior Warrant), (ii) 74,419,331 ordinary shares upon exercise of the Warrants, and (iii) 600,000 ordinary shares upon the exercise of an option to purchase ordinary shares.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	540,133,192
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	540,133,192

**E. Cheung Ka Ho**

(a) As of the date hereof, Mr. Cheung beneficially owns 540,133,192 Ordinary Shares, representing a beneficial ownership of approximately 66.5% of the Ordinary Shares. MVIL directly holds 418,960,015 ordinary shares, including ordinary shares represented by American Depositary Shares (“ADSs”). MVIL has the right to acquire (i) 46,153,846 ordinary shares upon exercise of a warrant issued to MVIL on October 30, 2020 in connection with the Development Funding Agreement (the Prior Warrant), (ii) 74,419,331 ordinary shares upon exercise of the Warrants, and (iii) 600,000 ordinary shares upon the exercise of an option to purchase ordinary shares.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	540,133,192
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	540,133,192

**F. Equal Talent Investments Limited**

(a) As of the date hereof, ETIL holds 1,627,810 ADSs, representing 19,533,720 Ordinary Shares and a beneficial ownership of approximately 2.8% of the Ordinary Shares. All such ADSs are directly held by ETIL.

(b) 1. Sole power to vote or direct vote:	19,533,720
2. Shared power to vote or direct vote:	-0-
3. Sole power to dispose or direct the disposition:	19,533,720
4. Shared power to dispose or direct the disposition:	-0-

**G. Season Pioneer Investments Limited**

(a) As of the date hereof, SPIL holds 3,255,523 ADSs, representing 39,066,276 Ordinary Shares and a beneficial ownership of approximately 5.7% of the Ordinary Shares. All such ADSs are directly held by SPIL.

(b) 1. Sole power to vote or direct vote:	39,066,276
2. Shared power to vote or direct vote:	-0-
3. Sole power to dispose or direct the disposition:	39,066,276
4. Shared power to dispose or direct the disposition:	-0-

**H. Suk Ying Pauli Ng**

(a) As of the date hereof, Ms. Ng beneficially owns 58,599,996 Ordinary Shares, representing a beneficial ownership of approximately 8.5% of the Ordinary Shares. 19,533,720 of such shares are beneficially owned by ETIL, which directly holds 1,627,810 ADSs and 39,066,276 of such shares are beneficially owned by SPIL, which directly holds 3,255,523 ADSs.

(b) 1. Sole power to vote or direct vote:	58,599,996
2. Shared power to vote or direct vote:	-0-
3. Sole power to dispose or direct the disposition:	58,599,996
4. Shared power to dispose or direct the disposition:	-0-

(c) See Item 3.

(d) Not applicable.

(e) Not applicable.

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

The lock-up agreement described in the Original Schedule 13D and entered into in connection with Issuer's initial public offering has expired by its terms.

If MVIL commits to providing additional funding to the Issuer pursuant to the Development Funding Agreement, the Development Funding Agreement requires the Issuer to issue additional warrants to MVIL with the same terms as the Warrants. Any additional warrants will be exercisable for a number of ordinary shares equal to the quotient of (a) 30% of the amount of the additional commitment from MVIL divided by (b) 115% of the implied price of the Issuer's ordinary shares on the date of issuance of the additional warrants based upon the price of Issuer's ADSs as listed on the Nasdaq Global Market.

**Item 7. Material to be Filed as Exhibits.**

No changes except as described below.

The following documents are filed as Exhibits to this statement:

Exhibit Number	Exhibit Description
<a href="#">99.1</a>	<a href="#">Joint Filing Agreement</a>

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 99.1 hereto.

Dated: November 17, 2021

**For and on behalf of**

**MORNINGSIDE VENTURE (I) INVESTMENTS LIMITED**

By: /s/ Frances Anne Elizabeth Richard  
Frances Anne Elizabeth Richard, Director

/s/ Frances Anne Elizabeth Richard  
Frances Anne Elizabeth Richard

/s/ Jill Marie Franklin  
Jill Marie Franklin

/s/ Peter Stuart Allenby Edwards  
Peter Stuart Allenby Edwards

/s/ Cheung Ka Ho  
Cheung Ka Ho

**For and on behalf of**

**EQUAL TALENT INVESTMENTS LIMITED**

By: /s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng, Director

/s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng

**For and on behalf of**

**SEASON PIONEER INVESTMENTS LIMITED**

By: /s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng, Director

/s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng

**JOINT FILING AGREEMENT**

The undersigned, being duly authorized thereunder, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

**MORNINGSIDE VENTURE (I) INVESTMENTS LIMITED**

By: /s/ Frances Anne Elizabeth Richard  
Frances Anne Elizabeth Richard, Director

/s/ Frances Anne Elizabeth Richard  
Frances Anne Elizabeth Richard

/s/ Jill Marie Franklin  
Jill Marie Franklin

/s/ Peter Stuart Allenby Edwards  
Peter Stuart Allenby Edwards

/s/ Cheung Ka Ho  
Cheung Ka Ho

**For and on behalf of**

**EQUAL TALENT INVESTMENTS LIMITED**

By: /s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng, Director

/s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng

**For and on behalf of**

**SEASON PIONEER INVESTMENTS LIMITED**

By: /s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng, Director

/s/ Suk Ying Pauli Ng  
Suk Ying Pauli Ng

---