

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Samsara BioCapital GP, LLC</u> <hr/> (Last) (First) (Middle) 628 MIDDLEFIELD ROAD <hr/> (Street) PALO ALTO CA 94301 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/25/2024	3. Issuer Name and Ticker or Trading Symbol <u>Neurogene Inc. [ NGNE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,668,357	I	By Samsara BioCapital, L.P. <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Pre-Funded Warrants (Right to Buy)	(2)	(2)	Common Stock	67,070	(3)	I	By Samsara BioCapital, L.P. <sup>(1)</sup>
Pre-Funded Warrants (Right to Buy)	(2)	(2)	Common Stock	20,000	0.001	I	By Samsara BioCapital, L.P. <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>Samsara BioCapital GP, LLC</u> <hr/> (Last) (First) (Middle) 628 MIDDLEFIELD ROAD <hr/> (Street) PALO ALTO CA 94301 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Samsara BioCapital, L.P.</u> <hr/> (Last) (First) (Middle) 628 MIDDLEFIELD ROAD <hr/> (Street) PALO ALTO CA 94301
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">AKKARAJU SRINIVAS</a>		
(Last)	(First)	(Middle)
<a href="#">C/O SAMSARA BIOCAPITAL</a>		
<a href="#">628 MIDDLEFIELD ROAD</a>		
(Street)		
<a href="#">PALO ALTO</a>	<a href="#">CA</a>	<a href="#">94301</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

- Securities are held by Samsara BioCapital L.P. ("Samsara LP"). Samsara BioCapital GP, LLC ("Samsara LLC") is the general partner of Samsara LP and may be deemed to beneficially own the shares held by Samsara LP. Dr. Srinivas Akkaraju, MD, Ph.D. has voting and investment power over the shares held by Samsara LP and, accordingly, may be deemed to beneficially own the shares held by Samsara LP. Each of the Reporting Persons disclaims beneficial ownership in these shares except to the extent of its or his respective pecuniary interest therein.
- The Pre-Funded Warrants have no expiration date and are exercisable immediately. Notwithstanding the foregoing, the Reporting Persons shall not be entitled to exercise the Pre-Funded Warrants to the extent that such exercise would cause the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons, their affiliates and any persons who are members of a Section 13(d) group with the Reporting Persons or their affiliates to exceed 9.99% of the total number of issued and outstanding shares of Common Stock of the Issuer following such exercise.
- The exercise price of the Pre-Funded Warrants is \$0.000001.

<a href="#">Samsara BioCapital GP, LLC, By /s/ Srinivas Akkaraju, Managing Member</a>	<a href="#">11/27/2024</a>
<a href="#">Samsara BioCapital, L.P., By Samsara BioCapital GP, LLC, its General Partner, By /s/ Srinivas Akkaraju, Managing Member</a>	<a href="#">11/27/2024</a>
<a href="#">/s/ Srinivas Akkaraju</a>	<a href="#">11/27/2024</a>
** 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 5 (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.**