

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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>Samsara BioCapital GP, LLC</u> (Last) (First) (Middle) 628 MIDDLEFIELD ROAD (Street) PALO ALTO CA 94301 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Neurogene Inc. [NGENE]</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) 11/26/2024	
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	11/26/2024		P		20,748	A	\$24.91 ⁽¹⁾	1,689,105	I	By Samsara BioCapital, L.P. ⁽²⁾
Common Stock	11/26/2024		P		10,803	A	\$26.01 ⁽³⁾	1,699,908	I	By Samsara BioCapital, L.P. ⁽²⁾
Common Stock	11/26/2024		P		15,219	A	\$26.73 ⁽⁴⁾	1,715,127	I	By Samsara BioCapital, L.P. ⁽²⁾
Common Stock	11/26/2024		P		2,000	A	\$27.5 ⁽⁵⁾	1,717,127	I	By Samsara BioCapital, L.P. ⁽²⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Samsara BioCapital GP, LLC</u> (Last) (First) (Middle) 628 MIDDLEFIELD ROAD (Street) PALO ALTO CA 94301 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Samsara BioCapital, L.P.](#)

(Last) (First) (Middle)

628 MIDDLEFIELD ROAD

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AKKARAJU SRINIVAS](#)

(Last) (First) (Middle)

C/O SAMSARA BIOCAPITAL

628 MIDDLEFIELD ROAD

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$24.25 to \$25.23 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the range set forth in this footnote.
2. 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.
3. The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$25.47 to \$26.44 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the range set forth in this footnote.
4. The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$26.46 to \$26.90 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the range set forth in this footnote.
5. The price reported in Column 4 is a weighted average price. These securities were purchased in multiple transactions at prices ranging from \$27.48 to \$27.50 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities purchased at each separate price within the range set forth in this footnote.

[Samsara BioCapital GP, LLC,](#)
[By /s/ Srinivas Akkaraju,](#) [11/27/2024](#)
[Managing Member](#)

[Samsara BioCapital, L.P., By](#)
[Samsara BioCapital GP, LLC,](#)
[its General Partner, By /s/](#) [11/27/2024](#)
[Srinivas Akkaraju, Managing](#)
[Member](#)

[/s/ Srinivas Akkaraju](#) [11/27/2024](#)

** 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.

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.