

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).

1. Name and Address of Reporting Person* <u>New Enterprise Associates 15, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Reneo Pharmaceuticals, Inc. [RPHM]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2021			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
1954 GREENSPRING DRIVE SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) TIMONIUM MD 21093								
(City) (State) (Zip)								

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	04/13/2021		C		2,128,956	A	(1)	2,128,956	D ⁽²⁾	
Common Stock	04/13/2021		C		1,989,872	A	(1)	4,118,828	D ⁽²⁾	
Common Stock	04/13/2021		p ⁽³⁾		666,666	A	\$15	4,785,494	D ⁽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	(A)	(D)	Date Exercisable	Expiration Date					
Series A Preferred Stock	(1)	04/13/2021		C		9,526,652	(1)	(1)	Common Stock	2,128,956	\$0.00	0	D ⁽²⁾	
Series B Preferred Stock	(1)	04/13/2021		C		8,904,280	(1)	(1)	Common Stock	1,989,872	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
New Enterprise Associates 15, L.P.

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
NEA Partners 15, L.P.

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
NEA 15 GP, LLC

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BASKETT FOREST

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Florence Anthony A. Jr.

(Last) (First) (Middle)

5425 WISCONSIN AVENUE, SUITE 800

(Street)
CHEVY CHASE MD 20815

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Makhzoumi Mohamad

(Last) (First) (Middle)

2855 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MAKOWER JOSHUA

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SANDELL SCOTT D

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Sonsini Peter W.

(Last) (First) (Middle)

2855 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. All outstanding shares of Preferred Stock automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering, for no additional consideration at a rate of 1 share of Common Stock for each 4.4748 shares of Preferred Stock. The Preferred Stock had no expiration date.
2. The shares are directly held by New Enterprise Associates 15, L.P. ("NEA 15"), and indirectly held by NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15, NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15, and the individual managers of NEA 15 GP (NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP, together, the "Indirect Reporting Persons"). The individual managers of NEA 15 GP are Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Josh Makower, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 15 shares in which the Indirect Reporting Persons have no pecuniary interest.
3. The shares were purchased in the Issuer's initial public offering.

Remarks:

[/s/ Sasha Keough, attorney-in-fact](#) [04/15/2021](#)

** 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.