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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

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**Reneo Pharmaceuticals, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

75974E 103  
(CUSIP Number)

**Barbara Fiorini Due  
Novo Holdings A/S  
Tuborg Havnevej 19  
Hellerup, Denmark DK-2900  
+45 3527 6592**

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*Copy to:*

**B. Shayne Kennedy, Esq.  
Latham & Watkins LLP  
650 Town Center Drive, 20<sup>th</sup> Floor  
Costa Mesa, CA 92626  
Telephone: (714) 540-1235**

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

**May 9, 2023**  
(Date of Event which Requires Filing of this Statement)

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

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

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\* 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 (the "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).

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1.	Name of Reporting Person: Novo Holdings A/S	
2.	<b>Check the Appropriate Box if a Member of Group (See Instructions):</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	<b>SEC Use Only:</b>	
4.	<b>Source of Funds:</b> WC	
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u>:</b> <input type="checkbox"/>	
6.	<b>Citizenship or Place of Organization:</b> Denmark	
Number of Shares Beneficially Owned By Each Reporting Person With:	7.	<b>Sole Voting Power:</b> 3,430,377
	8.	<b>Shared Voting Power:</b> 0
	9.	<b>Sole Dispositive Power:</b> 3,430,377
	10.	<b>Shared Dispositive Power:</b> 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 3,430,377	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares: <input type="checkbox"/>	
13.	Percent of Class Represented By Amount In Row (11): 10.2% (1)	
14.	Type of Reporting Person: CO	

(1) Based upon 33,655,123 shares of the Issuer's Common Stock outstanding as of May 9, 2023, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on May 11, 2023.

This amendment (“Amendment No. 3”) amends the Schedule 13D originally filed with the SEC on April 14, 2021, as subsequently amended by Amendment No. 1 filed on January 27, 2022 and Amendment No. 2 filed on September 30, 2022 (collectively, the “Schedule”), to report and reflect a reduction in the beneficial ownership of the Issuer’s common stock due to an increase in the outstanding shares of Common Stock of the Issuer. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule.

## **Item 2. Identity and Background**

Item 2 is amended and replaced in its entirety as follows:

- (a) Novo Holdings A/S, a Danish corporation, is an investment firm focused on life sciences and finance that is wholly owned by Novo Nordisk Foundation (the “Foundation”), a Danish commercial foundation. Novo Holdings A/S is the holding company in the group of Novo companies (currently comprised of Novo Nordisk A/S and Novozymes A/S) and is responsible for managing the Foundation’s assets, including its financial assets. Based on the governance structure of Novo Holdings A/S and the Foundation, the Foundation is not deemed to have any beneficial ownership of the securities of the Issuer held by Novo Holdings A/S.

The name of each director and executive officer of both Novo Holdings A/S and the Foundation is set forth on the updated Schedule I to this Amendment No. 3.

- (b) The business address of both Novo Holdings A/S and the Foundation is Tuborg Havnevej 19, 2900 Hellerup, Denmark.

The residence or business address of each director and executive officer of both Novo Holdings A/S and the Foundation is set forth on the updated Schedule I to this Schedule 13D.

- (c) Novo Holdings A/S, a holding company that is responsible for managing the Foundation’s assets, provides seed and venture capital to development stage companies and invests in well-established companies within the life science and biotechnology sector.

The Foundation is a Danish self-governing and profit-making foundation, whose objectives are to provide a stable basis for commercial and research activities undertaken by the group of Novo companies and to support scientific, humanitarian and social purposes through grants.

- (d) Within the last five years, neither Novo Holdings A/S, the Foundation, nor any person named in the updated Schedule I has been convicted in any criminal proceedings.

- (e) Within the last five years, neither Novo Holdings A/S, the Foundation, nor any person named in the updated Schedule I was 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.

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

Item 5 is amended and replaced in its entirety as follows:

- (a) Novo Holdings A/S beneficially owns 3,340,377 shares of Common Stock (the “Novo Shares”) representing approximately 10.2% of the Issuer’s outstanding shares of Common Stock, based upon 33,655,123 shares of the Issuer’s Common Stock outstanding as of May 9, 2023, as reported in the Issuer’s Form 10-Q filed with the SEC on May 11, 2023.
- (b) Novo Holdings A/S is a Danish corporation wholly owned by the Novo Nordisk Foundation. Novo Holdings A/S has the sole power to vote and dispose of the Novo Shares. Neither the Foundation nor any person listed on Schedule I has the power to direct the vote as to, or the disposition of the Novo Shares.

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- (c) Novo Holdings A/S has not effected any transactions in the Issuer's shares of Common Stock within the past 60 days and neither the Foundation nor any person listed on updated Schedule I has effected any transactions in the Issuer's Common Stock within the past 60 days.
  - (d) Novo Holdings A/S does not know of any other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Novo Shares.
  - (e) Not applicable.

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**SIGNATURE**

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

Dated: May 15, 2023

Novo Holdings A/S

By: /s/ Barbara Fiorini Due

Barbara Fiorini Due

Its: General Counsel, Finance & Operations

## Schedule I

Information regarding each director and executive officer of both Novo Holdings A/S and the Novo Nordisk Foundation is set forth below.

<i>Novo Holdings A/S</i>			
<u>Name, Title</u>	<u>Address</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Lars Rebien Sørensen, Chairman of the Board	Christianholms Tværvej 27, 2930 Klampenborg Denmark	Professional Board Director	Denmark
Steen Riisgaard, Vice Chairman of the Board	Hestetangsvej 155, 3520 Farum, Denmark	Professional Board Director	Denmark
Jean-Luc Butel, Director	235 Arcadia Road unit # 10-3 289843 Singapore	Global Healthcare Advisor, President, K8 Global Pte Ltd.	Singapore
Jeppe Christiansen, Director	Classensgade 59, 5. th. 2100 Copenhagen Ø Denmark	Chief Executive Officer, Fondsmæglerselskabet Maj Invest A/S	Denmark
Francis Michael Cyprian Cuss, Director	111 Rippling Brook Way, Bernardsville, NJ 07924 USA	Biopharmaceutical Consultant	United Kingdom United States
Britt Meelby Jensen Director	Bukkeballevvej 10 2960 Rungsted Kyst Denmark	Professional Board Director	Denmark
Viviane Monges, Director	Chemin de Craivavers 32, 1012 Lausanne Switzerland	Professional Board Director	France
Henrik Poulsen, Director	Emiliekildevvej 36 2930 Klampenborg Denmark	Professional Board Director and Senior Advisor, A.P. Møller Holding A/S,	Denmark
Susanne Antonie Schaffert Director	Am Eichenwald 18 91054 Erlangen Germany	Professional Board Director	Germany
Kasim Kutay, Chief Executive Officer of Novo Holdings A/S	Bredgade 65, 3.tv. 1260 Copenhagen K. Denmark	Chief Executive Officer of Novo Holdings A/S	United Kingdom
Nigel Kevin Govett Chief Financial Officer of Novo Holdings A/S	Kløvervang 10, 2970 Hørsholm, Denmark	Chief Financial Officer of Novo Holdings A/S	United Kingdom

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*Novo Nordisk Foundation*

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<b>Name, Title</b>	<b>Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Lars Rebien Sørensen, Chairman of the Board	Christianholms Tværvej 27 2930 Klampenborg Denmark	Professional Board Director	Denmark
Lars Henrik Munch, Vice Chairman of the Board	Galionsvej 46 1437 Copenhagen K Denmark	Professional Board Director	Denmark
Mads Krosgaard Thomsen, Chief Executive Officer	Præstevejen 38 3230 Græsted Denmark	Chief Executive Officer, Novo Nordisk Foundation	Denmark
Ole Jakob Müller, Director	Borgmester Jensens A 11, 4. 0003 2100 København Ø Denmark	Environmental Consultant	Denmark
Lars Henrik Fugger, Director	72 Staunton Road, Headington OX3 7TP Oxford Great Britain	Professor, John Radcliffe Hospital, University of Oxford, Oxford, Great Britain	Denmark
Liselotte Højgaard, Director	Grønningen 21, 4. 1270 Copenhagen K Denmark	Professor	Denmark
Mads Boritz Grøn, Director	Horsevænget 4 3400 Hillerød Denmark	Senior Lead Auditor	Denmark
Steen Riisgaard, Director	Hestetangsvej 155 3520 Farum Denmark	Professional Board Director	Denmark
Stig Strøbaek, Director	Furesøgårdsvej 2 3520 Farum Denmark	Electrician	Denmark
Nana Sejbæk Director	Vinrankevej 3 2900 Hellerup Denmark	Professional Board Director	Denmark
Christopher Ashby Voigt Director	57 Elizabeth Rd Belmont, MA 02478 USA	Professor, Massachusetts Institute of Technology, Massachusetts, USA	United States