| SEC Form 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | | |
| hours per response | . 0.5 | | | | | | | | |

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* | | | 2. Issuer Name and Ticker or Trading Symbol Reneo Pharmaceuticals, Inc. [RPHM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|---------|-------|--|---|--|--|--|--|
| <u>Muralidhar Bali</u> | | | | X Director 10% Owner | | | | |
| (Last) (First) (Middle) C/O RENEO PHARMACEUTICALS, INC. 12230 EL CAMINO REAL, SUITE 230 | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/23/2021 | Officer (give title Other (specify below) below) | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) SAN DIEGO | СА | 92130 | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (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) | | | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 06/23/2021 | | Р | | 20,710 | A | \$ 9.2827 ⁽¹⁾ | 1,962,221 | I | By Abingworth Bioventures 8 LP ⁽²⁾⁽³⁾ | |

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. Transa Code (8) | | of E | | 6. Date Exerc Expiration Da (Month/Day/Y | 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 | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.23 to \$9.50 per share, inclusive. The Reporting Person undertakes to provide to Issuer any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth herein.

2. The shares are held by Abingworth Bioventures 8 LP ("Abingworth 8"). Abingworth Bioventures 8 GP LP serves as the general partner of Abingworth 8. Abingworth General Partner 8 LLP, (together with Abingworth Bioventures 8 GP LP, the "General Partners"), serves as the general partner of Abingworth Bioventures 8 GP LP. Abingworth 8 (acting by its general partner Abingworth Bioventures 8 GP LP, acting by its general partner Abingworth General Partner 8 LLP) has delegated to Abingworth LLP all investment and dispositive power over the securities held by Abingworth 8. The Reporting Person, a Director of the Issuer, is a member of an investment committee of Abingworth 8 which approves investment and voting decisions by majority vote and no individual member has the sole control or voting power over the securities held by Abingworth 8.

3. Each of Abingworth 8, Abingworth LLP, the General Partners, the Reporting Person and each member of the Investment Committee disclaims beneficial ownership of the common stock held by Abingworth 8, except to the extent of their pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

> /s/ John Heard, as attorney-in-06/25/2021

fact

** 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.

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