

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Quince Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

(CUSIP Number)

06/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1Cormorant Asset Management, LP

Check the appropriate box if a member of a Group (see instructions)

2☐ (a)
☒ (b)

3Sec Use Only

Citizenship or Place of Organization

4DELAWARE

Number of
Shares
Beneficially

5

Sole Voting Power

0.00

Owned by Each Reporting Person With:	6	Shared Voting Power
		108,029.00
		Sole Dispositive Power
	7	0.00
		Shared Dispositive Power
	8	108,029.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
		108,029.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
		☐
11	Percent of class represented by amount in row (9)	
		9.99 %
12	Type of Reporting Person (See Instructions)	
		IA, PN

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons	
	Bihua Chen	
	Check the appropriate box if a member of a Group (see instructions)	
2	☐ (a)	
	☒ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization	
	UNITED STATES	
	Sole Voting Power	
	5	0.00
	Shared Voting Power	
	6	108,029.00
	Sole Dispositive Power	
	7	0.00
	Shared Dispositive Power	
	8	108,029.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
		108,029.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
		☐
11	Percent of class represented by amount in row (9)	
		9.99 %

HC, IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Quince Therapeutics, Inc.

Address of issuer's principal executive offices:

(b)

611 Gateway Blvd, Suite 273, South San Francisco, CA 94080

Item 2.

Name of person filing:

(a)

Cormorant Asset Management, LP Bihua Chen This statement is filed by (i) Cormorant Asset Management, LP, a Delaware limited partnership, and the investment adviser to certain funds (the "Cormorant Funds"), with respect to the shares directly held by the Cormorant Funds and (ii) Bihua Chen with respect to the shares directly held by the Cormorant Funds. The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." The filing of this statement should not be construed as an admission that any of the foregoing persons or any Reporting Person is, for the purposes of Section 13 of the Act, the beneficial owner of the shares reported herein.

Address or principal business office or, if none, residence:

(b)

200 Clarendon Street, 50th Floor Boston, MA 02116

Citizenship:

(c)

Cormorant Asset Management, LP - Delaware Bihua Chen - United States

Title of class of securities:

(d)

Common Stock, par value \$0.001 per share

(e)

CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a)

108,029

Percent of class:

(b)

9.99% %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

108,029

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

108,029 The Reporting Persons' holdings reported herein reflect shares of common stock of the Issuer ("Common Stock") issuable upon the conversion/exercise of Acquisition Conversion Shares, Acquisition Warrant Conversion Shares, Private Placement Conversion Shares, and Private Placement Warrant Conversion Shares as they are defined in the in a Current Report on Form 8-K filed by the Issuer on June 26, 2026 (collectively, the "Convertible Shares and Warrants"); provided that the Convertible Shares and Warrants may not be exercised if such exercise would cause the holder, together with its affiliates, to beneficially own in excess of 9.99% of the number of shares of the Issuer's Common Stock then outstanding. The Reporting Persons are the beneficial owners of 5,498 shares of Common Stock and hold Convertible Shares and Warrants to purchase up to 1,057,426 shares of Common Stock, subject to the limitation on exercise. If not for such limitation on exercise, the Reporting Persons would beneficially own in excess of 9.99% of the Issuer's Common Stock. The percentages reported herein with respect to the Reporting Persons' holdings are calculated based upon a statement in a Current Report on Form 8-K filed by the Issuer on June 26, 2026 reporting that immediately after the Reverse Stock Split becomes effective, there will be approximately 977,963 shares of common stock issued and outstanding.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

See Item 2. The Cormorant Funds have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares reported herein. Cormorant Global Healthcare Master Fund, LP and Cormorant Private Healthcare Fund VI, LP, both Cormorant Funds, have the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of more than 5% of the shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Cormorant Asset Management, LP

Signature: /s/ Bihua Chen

Name/Title: Bihua Chen, Managing Member

Date: 08/14/2026

Bihua Chen

Signature: /s/ Bihua Chen

Name/Title: Bihua Chen

Date: 08/14/2026

Exhibit Information

JOINT FILING STATEMENT PURSUANT TO RULE 13d-1(k) The undersigned acknowledge and agree that the foregoing statement on SCHEDULE 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on SCHEDULE 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that she or it knows or has reason to believe that such information is inaccurate. Dated: August 14, 2026 Cormorant Asset Management, LP By: Cormorant Asset Management GP, LLC its General Partner By: /s/ Bihua Chen Bihua Chen, Managing Member Bihua Chen By: /s/ Bihua Chen Bihua Chen