

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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<div>1. Name and Address of Reporting Person*</div> <div><u>Poukalov Konstantin</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O LIANBIO</u></div> <div><u>103 CARNEGIE CENTER DRIVE, SUITE309</u></div> <div>(Street)</div> <div><u>PRINCETON NJ 08540</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>LianBio [LIAN]</u></div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director 10% Owner</div> <div>Officer (give title below) Other (specify below)</div>	
	<div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>02/15/2024</u></div>		<div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
	<div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>Rule 10b5-1(c) Transaction Indication</div> <div><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</div>	

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			
Ordinary Shares	02/15/2024		M		36,300	A	\$2.52	36,300	D	
Ordinary Shares	02/15/2024		F		19,218	D	\$4.76	17,082	D	

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$2.52	02/15/2024		M			36,300	06/23/2023	06/23/2032	Ordinary Shares	36,300	\$0	0	D	

Explanation of Responses:

Remarks:

Exhibit 24 - Confirming Statement.

/s/ Alexander Rakitin, for Konstantin Poukalov 02/20/2024

** 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.

Exhibit 24

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Konstantin Poukalov has authorized and designated each of Alexander Rakitin, Wei Dong Liu, Louis Rambo and Wilderness Castillo-Dobson, singing singly, and with full power of substitution, to execute and file on the undersigned's behalf all Forms 3, 4, 5 and 144 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of LianBio. The authority of Alexander Rakitin, Wei Dong Liu, Louis Rambo and Wilderness Castillo-Dobson under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with regard to his ownership of or transactions in securities of LianBio, unless earlier revoked in writing. The undersigned acknowledges that each of Alexander Rakitin, Wei Dong Liu, Louis Rambo and Wilderness Castillo-Dobson are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: February 20, 2024 /s/ Konstantin Poukalov

Konstantin Poukalov