**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**(Amendment No. 2)**

**Under the Securities Exchange Act of 1934**

**Forte Biosciences Inc.**



(Name of Issuer)

**Common Stock**



(Title of Class of Securities)

**34962G109**



(CUSIP Number)

ERIC SHAHINIAN

CAMAC PARTNERS, LLC

350 PARK AVENUE, 13TH FLOOR

NEW YORK, NY 10022

914-629-8496



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

8/17/22



(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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

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 (“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** | **NAMES OF REPORTING PERSONS** | | | |  |  |  |
| Camac Partners, LLC | | | |  |  |  |
|  |  | | | |  | |  |
| **2** | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | | | | (a) ☐ | |  |
|  |  |  |  | (b) ☐ | |  |
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| **3** | **SEC USE ONLY** | | |  |  |  |  |
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| **4** | **SOURCE OF FUNDS (SEE INSTRUCTIONS)** | | | |  |  |  |
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|  |  | | | |  |  |  |
| **5** | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)** | | | |  | ☐ |  |
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| **6** | **CITIZENSHIP OR PLACE OF ORGANIZATION** | | | |  |  |  |
| United States | | |  |  |  |  |
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|  |  |  | **7** | **SOLE VOTING POWER** |  |  |  |
|  |  |  | 0 |  |  |  |
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|  |  |  | **8** | **SHARED VOTING POWER** |  |  |  |
| **NUMBER OF SHARES** | |  | 1,451,786 |  |  |  |
| **BENEFICIALLY** | |  |  |  |  |  |
| **OWNED BY EACH** | |  |  |  |  |  |  |
|  |  | **SOLE DISPOSITIVE POWER** |  |  |  |
| **REPORTING PERSON** | |  | **9** |  |  |  |
| **WITH** |  |  | 0 |  |  |  |
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|  |  |  | 1,451,786 |  |  |  |
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| **11** | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON** | | | |  |  |  |
| 1,451,786 | |  |  |  |  |  |
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|  | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE** | | | |  | ☐ |  |
| **12** | **INSTRUCTIONS)** | | | |  |  |
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| **13** | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** | | | |  |  |  |
| 7.1% |  |  |  |  |  |  |
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| **14** | **TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)** | | | |  |  |  |
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**Item 1. Security and Issuer**

This This Amendment No. 2 (this “Amendment”) amends and supplements the Schedule 13D filed on August 1, 2022, as amended on August 8, 2022 with the Securities and Exchange Commission, by the Reporting Person (defined below) with respect to the Common Stock of Forte Biosciences Inc. (the “Issuer” or the “Company”). Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D. All references in the Schedule 13D and this Amendment to the “Statement” will be deemed to refer to the Schedule 13D as amended and supplemented by this Amendment.

**Item 2. Identity and Background**

1. This Schedule 13D is filed by:
   1. Camac Partners, LLC, a Delaware limited liability company (“Camac Partners”)
   2. Camac Capital, LLC, a Delaware limited liability company (“Camac Capital”)
   3. Camac Fund, LP, a Delaware partnership (“Camac Fund”); and
   4. Eric Shahinian, an individual, residing in NY (“Eric Shahinian”), who serves as the manager of Camac Capital, LLC.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons”. Each of the Reporting Persons, is party to that certain Joint Filing Agreement, as further described in Item 6 and filed as an exhibit to this Schedule 13D. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

1. The address of the principal office of each of the Reporting Persons is 350 Park Avenue, 13th Floor, New York, NY 10022.
2. The principal business of Camac Fund is investing in securities. Camac Partners is the investment manager of Camac Fund. Camac Capital is the general partner of Camac Fund. The principal occupation of Eric Shahinian is serving as the manager of Camac Capital, the general partner of Camac Fund.
3. During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
4. During the last five years, none of the Reporting Persons have been 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.
5. Camac Partners, Camac Capital, and Camac Fund are organized under the laws of Delaware. Eric Shahinian is a United States Citizen.

**Item 3. Source and Amount of Funds or Other Consideration**

The Shares purchased by Camac Fund were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 1,451.786 Shares beneficially owned by Camac Fund is approximately $1,866,261, including brokerage commissions.



**Item 4. Purpose of Transaction**

The Reporting Persons purchased the securities of the Issuer reported herein based on the Reporting Persons' belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor to (i) increase or decrease their respective positions in the Issuer through, among other things, the purchase or sale of securities of the Issuer on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable and/or (ii) enter into transactions that increase or hedge their economic exposure to the securities of the Issuer without affecting their beneficial ownership of the Shares.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth below or such as would occur upon completion of any of the actions discussed herein. The Reporting Persons intend to review their investments in the Issuer on a periodic basis and may from time to time engage in communications and discussions with management and the Board of Directors of the Issuer (the "Board") and other stockholders of the Issuer concerning, among other things, Board composition and corporate governance, levels of expenditures, and appropriate compensation levels of management and the Board.

With respect to Item 4, subparagraph (d) of this Schedule 13D, the Reporting Persons released a press release on August 17, 2022 (attached hereto in full as Exhibit 99.2), expressing concern regarding the Board’s decision to issue a substantial number of shares of Common Stock, thereby diluting the number of shares of the Issuer’s Common Stock held by the Reporting Persons and other holders. In the release, the Reporting Persons state they are prepared to take action against the Board if necessary, though no written plan or agreement to take such action is currently in place.

The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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

1. The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 20,340,265 shares of Common Stock outstanding, which is the total number of shares of Common Stock reported outstanding as of the Issuer’s Prospectus Supplement filed with the Securities and Exchange Commission on August 12, 2022.

As of the close of business on the date hereof, Camac Fund beneficially owned 1,451,786 shares of Common Stock.

Percentage: Approximately 7.1%

1. By virtue of their respective positions with Camac Fund, each of Camac Partners, Camac Capital, and Eric Shahinian may be deemed to have shared power to vote and dispose of the Shares reported owned by Camac Fund.
2. Schedule A annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons during the past 60 days.
   1. No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock.
3. Not applicable.



**Item 7. Material to be Filed as Exhibits**

Exhibit 99.1 Joint Filing Agreement by and among Camac Fund, LP, Camac Fund II, LP, Camac Partners, LLC, Camac Capital, LLC and Eric Shahinian filed with the Schedule 13D on August 1, 2022, and incorporated by reference herein.

Exhibit 99.2 Press Release dated August 17, 2022.



**SIGNATURES**

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

Dated: August 17, 2022

**Camac Partners, LLC**

By: Camac Capital, LLC,

its general partner

By: /s/ Eric Shahinian

Eric Shahinian



Managing Member of the GP

**Camac Capital, LLC**

By: /s/ Eric Shahinian

Eric Shahinian



Managing Member

By: /s/ Eric Shahinian

Eric Shahinian



**Camac Fund, LP**

By: Camac Capital, LLC,

its general partner

By: /s/ Eric Shahinian

Name: Eric Shahinian



Title: Managing Member of the GP

SCHEDULE A

Transactions in the Shares by the Reporting Persons During the Past 60 Days

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Date of | | Shares of Common Stock | | | | |  | Price Per | |
| Purchase | | |  |  | Purchased | | | Share ($) | | |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | CAMAC FUND, LP | | | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
| 8/2/2022 | |  | 60,000 | | |  |  | $1.1774 | |  |
| 8/5/2022 | |  | 228,800 | | |  |  | $1.2126 | |  |
| 8/8/2022 | |  | 50,000 | | |  |  | $1.2000 | |  |
|  |  |  |  |  |  |  |  |  |  |  |

**Exhibit 99.2**

Camac Partners Condemns Forte Biosciences’ Seemingly Defensive and Unjustifiable Capital Raise

***Fears the Board has Diluted Shareholders for Self-Serving Purposes Following the Emergence of Four 13D Filers, Suggesting the Directors Have Potentially Breached Their Fiduciary Duties***

***Notes the Company Trades at a ~40% Discount to Cash***

***Urges the Board to Reverse Course and Return Capital to Long-Suffering Shareholders – or Risk Facing Action from Camac***

NEW YORK, August 17, 2022 /-- Camac Partners, LLC (together with its affiliates, "Camac" or “we”), which is one of the largest shareholders of Forte Biosciences, Inc. (Nasdaq: FBRX) (“Forte” or the “Company”), today expressed concerns regarding the Company’s sizable trading price discount relative to its cash on hand and the Board of Directors’ (the “Board”) decision to conduct a highly dilutive equity capital raise following the emergence of four separate Schedule 13D filers.

Eric Shahinian, founder and managing member of Camac, commented:

*“Since Forte’s initial public offering, the Company’s share price has declined approximately 95%. We believe shareholders have lost all confidence in Forte due to the Board and management’s failure to establish a sensible capital allocation strategy, as well as inexcusable lapses in governance. We understand why the Company now trades at an approximately 40% percent discount to its roughly $45 million in cash. To make matters worse, following the emergence of four separate 13D filers that independently possess significant concerns, the Board has conducted a dilutive capital raise at a massive discount to cash that we view as defensive and without a justifiable business purpose. Rather than take such a brazen step that permanently impairs investors, the Board should consider how to return capital to the Company’s long-suffering shareholders.*

*We are now putting the Board on notice that Camac is prepared to take any and all actions to protect its investment, which could include initiating litigation against the directors and garnering support from fellow shareholders to remove all directors for cause pursuant to section 20(b) of the Company's bylaws. It seems to us that the Board is more focused on entrenchment than honoring its fiduciary duties. If that is not the case, the Board should promptly announce a plan to return capital to shareholders."*

**About Camac**

Camac is a private investment firm founded in 2011. Camac focuses on extremely mispriced assets in discrete pockets of opportunity. Camac prides itself on its unique sourcing, flexible mandate, and constant focus on non-competitive opportunities. Its investments are long term in nature and focused on compounding capital over several decades rather than months or years.

**Contacts**

Longacre Square Partners

Greg Marose / Kate Sylvester, 646-386-0091 gmarose@longacresquare.com / ksylvester@longacresquare.com

