## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# **SCHEDULE 13G**

#### Under the Securities Exchange Act of 1934

## (Amendment No. 3)\*

## **Immuneering Corporation**

(Name of Issuer)

#### **Class A Common Stock**

(Title of Class of Securities)

45254E107

(CUSIP Number)

April 3, 2024

(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)

[x] Rule 13d-1(c)

[] Rule 13d-1(d)

<sup>\*</sup> 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 the disclosures provided in a prior cover page.

The information required in 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).

1	NI CD	·		
1	Names of Re	porting Persons.		
	I.R.S. Identif	I.R.S. Identification Nos. of above persons (entities only)		
	Cormorant G	lobal Healthcare Master Fund, LP		
2	Check the Ar	ppropriate Box if a Member of a Group (See Instructions)		
	(a) [			
	(b) [2			
3	SEC Use Onl			
4				
4	Citizenship o	Citizensinp of Frace of Organization.		
Cayman Islands		ads		
	Cayman Isla	5 Sole Voting Power		
		5 Sole voting rower		
		0 shares		
		6 Shared Voting Power		
	Number			
	of Shares	561,128 shares		
	Beneficially			
	Owned by	Refer to Item 4 below.		
	Each	7 Sole Dispositive Power		
	Reporting	0 shares		
	Person With	8 Shared Dispositive Power		
		561,128 shares		
		501,220 Shires		
		Refer to Item 4 below.		
9	Aggragata A	mount Beneficially Owned by Each Reporting Person		
9	Aggregate Al	mount beneficiarly Owned by Each Reporting Person		
	5(1.120 .1			
	561,128 share	es		
	D. C It.	41.1.		
10	Refer to Item			
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	[] N/A			
11	Percent of Cl	ass Represented by Amount in Row (9)*		
	1.92%			
	Refer to Item			
12	Type of Repo	orting Person (See Instructions)		
	PN (Partnersl	hip)		

1	Names of Reporting Persons.	
	I.R.S. Identification Nos. of above persons (entities only)	
	Cormorant G	Global Healthcare GP, LLC
2	Check the Ap	ppropriate Box if a Member of a Group (See Instructions)
	(a) [	
2		x]
$\frac{3}{4}$	SEC Use On	by Place of Organization.
4	Chizenship	in Prace of Organization.
	Delaware	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Marchan	
	Number of Shares	561,128 shares
	Beneficially	
	Owned by	Refer to Item 4 below.   7 Sole Dispositive Power
	Each	7 Sole Dispositive Power
	Reporting Person With	0 shares
	Person with	8 Shared Dispositive Power
		561,128 shares
		501,128 shales
		Refer to Item 4 below.
9	Aggregate A	mount Beneficially Owned by Each Reporting Person
	561,128 shar	res
10	Refer to Item	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11		lass Represented by Amount in Row (9)*
	1.92%	
	1.9270	
	Refer to Item	
12	Type of Repo	orting Person (See Instructions)
	OO (Limited Liability Company)	

1	N. CD	· · · · ·	
1	Names of Rej	porting Persons.	
	I.R.S. Identifi	ication Nos. of above persons (entities only)	
	Cormorant Pr	rivate Healthcare Fund III, LP	
2	2. Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) []		
	(b) [2		
3	SEC Use Onl		
Size Oscionity       4     Citizenship or Place of Organization.			
т	Citizenship 0		
	Delaware		
	Delaware	5 Sole Voting Power	
		5 Sole voting rower	
		0 shares	
		6 Shared Voting Power	
	Number		
	of Shares	1,138,872 shares	
	Beneficially		
	Owned by	Refer to Item 4 below.	
	Each	7 Sole Dispositive Power	
	Reporting Person With	0 shares	
	Person with	8 Shared Dispositive Power	
		1,138,872 shares	
		1,150,072 Shared	
		Refer to Item 4 below.	
9	A garagata A t	nount Beneficially Owned by Each Reporting Person	
,	Aggregate Al	nound beneficiary Owned by Each Reporting Leson	
	1 120 070 ch		
	1,138,872 sha	nes	
	Dafan ta Itam	4 h - 1	
10	Refer to Item		
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
	[] N/A		
11	Percent of Cla	ass Represented by Amount in Row (9)*	
	3.89%		
	Refer to Item		
12	Type of Repo	rting Person (See Instructions)	
	PN (Partnersh	nip)	

1	M			
1	Names of Reporting Persons.			
	I.R.S. Identification Nos. of above persons (entities only)			
	Cormorant Pr	ivate Healthcare GP III, LLC		
2	Check the Ap	propriate Box if a Member of a Group (See Instructions)		
	(a) [			
	(b) [2			
3	SEC Use Onl			
4		r Place of Organization.		
4	Citizenship o			
	Delassa			
	Delaware			
		5 Sole Voting Power		
		0 shares		
		6 Shared Voting Power		
	Manulaan			
	Number	1,138,872 shares		
	of Shares			
	Beneficially	Refer to Item 4 below.		
	Owned by	7 Sole Dispositive Power		
	Each	/ Sole Dispositive Fower		
	Reporting	0 shares		
	Person With	0 shares		
		8 Shared Dispositive Power		
		1,138,872 shares		
		Refer to Item 4 below.		
9	Aggregate Ai	nount Beneficially Owned by Each Reporting Person		
	1,138,872 sha	1,138,872 shares		
	Refer to Item	4 below.		
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
10	[] N/A			
11		ass Represented by Amount in Row (9)*		
11	i cicciit di Ci	ass represented by Athount in Row ()		
	3.89%			
	5.89%			
	Refer to Item			
12	Type of Repo	rting Person (See Instructions)		
	OO (Limited	Liability Company)		

1	Names of Reporting Persons.	
	I.R.S. Identification Nos. of above persons (entities only)	
	Cormorant A	sset Management, LP
2	Check the Ap	ppropriate Box if a Member of a Group (See Instructions)
	(a) [	
2		x]
$\frac{3}{4}$	SEC Use On	
4	4 Citizenship or Place of Organization.	
	Delaware	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number	
	of Shares	1,700,000 shares
	Beneficially	
	Owned by	Refer to Item 4 below.   7 Sole Dispositive Power
	Each	/ Sole Dispositive Power
	Reporting Person With	0 shares
	Person with	8 Shared Dispositive Power
		1,700,000 shares
9	A garagata A	Refer to Item 4 below. mount Beneficially Owned by Each Reporting Person
9	Aggregate A	mount Beneficiary Owned by Each Reporting Person
	1,700,000 sh	ares
	Refer to Item	a 4 below.
10	Check if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
. <u></u>	[] N/A	
11	Percent of Cl	ass Represented by Amount in Row (9)*
	5.81%	
	Refer to Item	
12	Type of Repo	orting Person (See Instructions)
	PN (Partners	hip)

1	Names of Rep	porting Persons.
	I.R.S. Identification Nos. of above persons (entities only)	
	Bihua Chen	
	Dilidu Cileli	
2	Chaole the Am	propriate Box if a Member of a Group (See Instructions)
2		
	(a) []	
	(b) [x	
3	SEC Use Only	
4	Citizenship or	Place of Organization.
	United States	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number	1,700,000 shares
	of Shares	1,700,000 shares
	Beneficially	Refer to Item 4 below.
	Owned by	
	Each	7 Sole Dispositive Power
	Reporting	
	Person With	0 shares
		8 Shared Dispositive Power
		1,700,000 shares
		Refer to Item 4 below.
9	Aggregate An	nount Beneficially Owned by Each Reporting Person
	1,700,000 sha	res
	Refer to Item	4 below
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
10	[] N/A	(b) b) b
11		ass Represented by Amount in Row (9)*
11	reicent of Cla	iss Represented by Ambuilt in Row (9)
	5.010/	
	5.81%	
	Refer to Item	
12	Type of Report	rting Person (See Instructions)
	IN (Individual	$\mathbf{I}$

#### Item 1.

- (a) Name of Issuer Immuneering Corporation Address of Issuer's Principal Executive Offices (b) 245 Main Street, Second Floor, Cambridge, MA 02142 Item 2. Name of Person Filing (a) Cormorant Global Healthcare Master Fund, LP Cormorant Global Healthcare GP, LLC Cormorant Private Healthcare Fund III, LP Cormorant Private Healthcare GP III, LLC Cormorant Asset Management, LP Bihua Chen (b) Address of Principal Business Office or, if none, Residence 200 Clarendon Street, 52nd Floor Boston, MA 02116 (c) Citizenship Cormorant Global Healthcare Master Fund, LP - Cayman Islands Cormorant Global Healthcare GP, LLC - Delaware Cormorant Private Healthcare Fund III, LP - Delaware Cormorant Private Healthcare GP III, LLC - Delaware Cormorant Asset Management, LP - Delaware Bihua Chen - United States (d) Title of Class of Securities Class A Common Stock
  - CUSIP Number (e) 45254E107

## 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:

- Broker or dealer registered under section 15 of the Act (15 U.S.C. 780). (a) (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 [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (d) [] An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (e) [] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); (f) [] A parent holding company or control person in accordance with \$ 240.13d-1(b)(1)(i)(G);(g) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (h) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company (i) [] Act of 1940 (15 U.S.C. 80a-3); A non-U.S. institution in accordance with §240.13d–1(b)(1)(ii)(J); (j) []
- (k) [] Group, in accordance with \$240.13d-1(b)(1)(ii)(K).

#### Item 4. Ownership\*\*\*

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned\*\*\*

The information set forth in Rows 5 through 11 on the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(a) for each such Reporting Person.

(b) Percent of Class

The information set forth in Rows 5 through 11 on the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(b) for each such Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote

- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of
- (iv) shared power to dispose or to direct the disposition of

The information set forth in Rows 5 through 11 on the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(c) for each such Reporting Person.

\*\*\* Shares reported herein for Cormorant Asset Management, LP represent shares which are beneficially owned by Cormorant Global Healthcare Master Fund, LP (the "Master Fund") and Cormorant Private Healthcare Fund III, LP ("Fund III"), as reported herein. Cormorant Global Healthcare GP, LLC and Cormorant Private Healthcare GP III, LLC serve as the general partners of the Master Fund and Fund III, respectively. Cormorant Asset Management, LP serves as the investment manager to the Master Fund and Fund III. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP III, LLC and the general partner of Cormorant Asset Management, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

The percentages reported herein with respect to the Reporting Persons' holdings are calculated based upon a statement in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on March 1, 2024, that there were 29,283,272 shares of Class A Common Stock of the Issuer outstanding as of February 23, 2024.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

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. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

## Exhibits Exhibit

**99.1** Joint Filing Agreement by and among the Reporting Persons, incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2021.

## 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.

April 15, 2024

CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP By: Cormorant Global Healthcare GP, LLC its General Partner

By: <u>/s/ Bihua Chen</u> Bihua Chen, Managing Member

CORMORANT GLOBAL HEALTHCARE GP, LLC

By: <u>/s/ Bihua Chen</u> Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE FUND III, LP By: Cormorant Private Healthcare GP III, LLC its General Partner

By: <u>/s/ Bihua Chen</u> Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE GP III, LLC

By: <u>/s/ Bihua Chen</u> Bihua Chen, Managing Member

CORMORANT ASSET MANAGEMENT, LP By: Cormorant Asset Management GP, LLC its General Partner

By: <u>/s/ Bihua Chen</u> Bihua Chen, Managing Member

<u>/s/ Bihua Chen</u> Bihua Chen