UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.)*

Pyxis Oncology, Inc.
(Name of Issuer)
Common Shares
(Title of Class of Securities)
747324101
(CUSIP Number)
February 27, 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)
⊠ Rule 13d-1(c)
□ Rule 13d-1(d)
*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

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

any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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).

CUSIP No. 747324101	SCHEDULE 13G	Page 2 of 9 Pages
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1	NAME OF REPORTING PERSONS			
_	Deep Track Capital, LP			
CHECK THE AP (a) □ (b) ☑		PPROPRIATE BOX IF A MEMBER OF A GROUP		
_	SEC USE ONLY			
3				
4	CITIZENSHIP OF	R PLACE	OF ORGANIZATION	
4	Delaware			
		_	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY		5	0	
			SHARED VOTING POWER	
		6	4,184,100	
	EACH		SOLE DISPOSITIVE POWER	
REPORTING PERSON		7	0	
	WITH		SHARED DISPOSITIVE POWER	
		8	4,184,100	
	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	4,184,100			
	CHECK IF THE A	AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10				
1.1	PERCENT OF CL	ASS REP	RESENTED BY AMOUNT IN ROW (9)	
11	7.87%			
1.0	TYPE OF REPOR	TING PE	RSON	
12	IA, OO			

NAME OF REPORTING PERSONS Deep Track Biotechnology Master Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands SOLE VOTING POWER OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,184,100 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,184,100 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7,27% TYPE OF REPORTING PERSON						
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7.87% TYPE OF REPORTING PERSON		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
TYPE OF REPORTING PERSON	11	7 87%				
	12					
co co	12					

	NAME OF DEDO	DTING D	EDCONC		
1	NAME OF REPORTING PERSONS				
		David Kroin			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □				
	(a) □ (b) 図				
3	SEC USE ONLY				
3					
	CITIZENSHIP OR PLACE OF ORGANIZATION				
4	United States				
			SOLE VOTING POWER		
		5			
	MBER OF SHARES		SHARED VOTING POWER		
BEN	EFICIALLY	6	4,184,100		
	VNED BY EACH		SOLE DISPOSITIVE POWER		
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			0 SHARED DISPOSITIVE POWER		
			4,184,100		
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	4,184,100				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □				
10					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	7.87%				
	TYPE OF REPORTING PERSON				
12	IN, HC				
L	, 110				

CUSII	P No. 747324101	SCHEDULE 13G	Page 5 of 9 Pages
tem 1.	(a) Name of Issuer		
	Pyxis Oncology, Inc.		
tem 1.	(b) Address of Issuer's Principal Ex	ecutive Offices	
	321 Harrison Avenue		
	Boston, Massachusetts 02118		
tem 2.	(a) Names of Persons Filing:		
	(i) Deep Track Capital, LP (ii) Deep Track Biotechnology Ma: (iii) David Kroin	ster Fund, Ltd.	
tem 2.	(b) Address of Principal Business C	office:	
		Greenwich, CT 06830 190 Elgin Ave, George Town, KY1-9001, Cayman Islands 0 Greenwich Ave, 3rd Floor, Greenwich, CT 06830	
tem 2.	(c) Citizenship:		
	(i) Delaware (ii) Cayman Islands (iii) United States		
tem 2.	(d) Title of Class of Securities		
	Common Shares (the "Common St	ock")	
tem 2.	(e) CUSIP No.:		
	747324101		
CUSII	P No. 747324101	SCHEDULE 13G	Page 6 of 9 Pages
		SCHEDULE 13G §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the p	0 0
tem 3.	If this statement is filed pursuant to		0 0
(a)	If this statement is filed pursuant to	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the p	0 0
(a) (b)	☐ Broker or dealer registered under ☐ Bank as defined in section 3(a)(6)	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the p	0 0
(a) (b) (c)	☐ Broker or dealer registered under ☐ Bank as defined in section 3(a)(6) ☐ Insurance company as defined in	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the p section 15 of the Act (15 U.S.C. 780); of the Act (15 U.S.C. 78c);	erson filing is a:
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(a) (b) (c) (d) (e)	☐ Broker or dealer registered under ☐ Bank as defined in section 3(a)(6) ☐ Insurance company as defined in ☐ Investment company registered under ☐ An investment adviser in accorda	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the p section 15 of the Act (15 U.S.C. 78o); of the Act (15 U.S.C. 78c); section 3(a)(19) of the Act (15 U.S.C. 78c); oder section 8 of the Investment Company Act of 1940 (15 U.S.	erson filing is a:
(a) (b) (c) (d) (e) (f)	☐ Broker or dealer registered under ☐ Bank as defined in section 3(a)(6) ☐ Insurance company as defined in ☐ Investment company registered under ☐ An investment adviser in accorda ☐ An employee benefit plan or ende	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the posection 15 of the Act (15 U.S.C. 78o); of the Act (15 U.S.C. 78c); section 3(a)(19) of the Act (15 U.S.C. 78c); ader section 8 of the Investment Company Act of 1940 (15 U.S.c. with §240.13d-1(b)(1)(ii)(E);	erson filing is a:
(a) (b) (c) (d) (e) (f) (g)	☐ Broker or dealer registered under ☐ Bank as defined in section 3(a)(6) ☐ Insurance company as defined in ☐ Investment company registered under ☐ An investment adviser in accorda ☐ An employee benefit plan or ender ☐ A parent holding company or con	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the posection 15 of the Act (15 U.S.C. 78o); of the Act (15 U.S.C. 78c); section 3(a)(19) of the Act (15 U.S.C. 78c); ander section 8 of the Investment Company Act of 1940 (15 U.S.c. with §240.13d-1(b)(1)(ii)(E); section 10 of the Act (15 U.S.C. 78c); and 11 of the Act (15 U.S.C. 78c); and 12 of the Investment Company Act of 1940 (15 U.S.c. with §240.13d-1(b)(1)(ii)(E); section 15 of the Act (15 U.S.C. 78c); and 15 of the Act (15 U.S.C. 78c); and 16 of the Investment Company Act of 1940 (15 U.S.c. with §240.13d-1(b)(1)(ii)(E); section 15 of the Act (15 U.S.C. 78c); and 16 of the Act (15 U.S.C. 78c); and 17 of the Act (15 U.S.C. 78c); and 18 of the Investment Company Act of 1940 (15 U.S.c. 1940); and 1940 (15 U.S.c.	erson filing is a: S.C. 80a-8);
(a) (b) (c) (d) (e) (f) (g) (h)	☐ Broker or dealer registered under ☐ Bank as defined in section 3(a)(6) ☐ Insurance company as defined in ☐ Investment company registered under ☐ An investment adviser in accorda ☐ An employee benefit plan or ende ☐ A parent holding company or con ☐ A savings associations as defined	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the posection 15 of the Act (15 U.S.C. 78o); of the Act (15 U.S.C. 78c); section 3(a)(19) of the Act (15 U.S.C. 78c); ader section 8 of the Investment Company Act of 1940 (15 U.S. ance with §240.13d-1(b)(1)(ii)(E); symment fund in accordance with §240.13d-1(b)(1)(ii)(F); trol person in accordance with §240.13d-1(b)(1)(ii)(G);	erson filing is a: 5.C. 80a-8); C. 1813);
(a) (b) (c) (d) (e) (f) (g) (h) (i)	Broker or dealer registered under Bank as defined in section 3(a)(6) Insurance company as defined in Investment company registered under An investment adviser in accorda An employee benefit plan or endo A parent holding company or con A savings associations as defined A church plan that is excluded from	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the posection 15 of the Act (15 U.S.C. 78o); of the Act (15 U.S.C. 78c); section 3(a)(19) of the Act (15 U.S.C. 78c); ader section 8 of the Investment Company Act of 1940 (15 U.S.c. with §240.13d-1(b)(1)(ii)(E); section in accordance with §240.13d-1(b)(1)(ii)(F); trol person in accordance with §240.13d-1(b)(1)(ii)(G); in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.c. with the definition of an investment company under section 3(c)(d)	erson filing is a: 5.C. 80a-8); C. 1813);
(a) (b) (c) (d) (e) (f) (g) (h) (i)	Broker or dealer registered under Bank as defined in section 3(a)(6) Insurance company as defined in Investment company registered under An investment adviser in accordat An employee benefit plan or ender A parent holding company or com A savings associations as defined A church plan that is excluded from (15 U.S.C. 80a-3); A non-U.S. institution in accordated	§§240.13d-1(b) or 240.13d-2(b) or (c), check whether the posection 15 of the Act (15 U.S.C. 78o); of the Act (15 U.S.C. 78c); section 3(a)(19) of the Act (15 U.S.C. 78c); ader section 8 of the Investment Company Act of 1940 (15 U.S.c. with §240.13d-1(b)(1)(ii)(E); section in accordance with §240.13d-1(b)(1)(ii)(F); trol person in accordance with §240.13d-1(b)(1)(ii)(G); in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.c. with the definition of an investment company under section 3(c)(d)	erson filing is a: 3.C. 80a-8); C. 1813); (14) of the Investment Company Act of 1940
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Item 4. Ownership

The amount beneficially owned by each Reporting Person is determined based on 53,172,417 common shares outstanding.

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 or Control Person

Deep Track Capital, LP is the relevant entity for which David Kroin may be considered a control person.

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.

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.

Dated: March 8, 2024

Deep Track Capital, LP

By: /s/ David Kroin

David Kroin, Managing Member of the General Partner of the

Investment Adviser

Deep Track Biotechnology Master Fund, Ltd.

By: /s/ David Kroin

David Kroin, Director

David Kroin

By: /s/ David Kroin

David Kroin

Exhibit I

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 him 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 he or it knows or has reason to believe that such information is inaccurate.

Dated: March 8, 2024

Deep Track Capital, LP

By: /s/ David Kroin

David Kroin, Managing Member of the General Partner of the Investment Adviser

Deep Track Biotechnology Master Fund, Ltd.

By: /s/ David Kroin

David Kroin, Director

David Kroin

By: /s/ David Kroin

David Kroin