
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Pyxis Oncology, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

747324101

(CUSIP Number)

**Pamela Connealy
321 Harrison Avenue,
Boston, MA, 02118
(617) 351 2575**

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

12/23/2024

(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.

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).

SCHEDULE 13D

CUSIP No. 747324101

Name of reporting person

1

Lara Sullivan

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 PF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8

6,624,699.00

Sole Dispositive Power

9

0.00

With: Shared Dispositive Power

10

6,624,699.00

Aggregate amount beneficially owned by each reporting person

11 6,624,699.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 10.3 %

Type of Reporting Person (See Instructions)

14 IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, par value \$0.001 per share

Name of Issuer:

(b) Pyxis Oncology, Inc.

Address of Issuer's Principal Executive Offices:

(c) 321 Harrison Avenue, Boston, MASSACHUSETTS , 02118.

Item 1 This Amendment No. 4 to Schedule 13D ("Amendment No. 4") is being filed by the undersigned, pursuant to Rule **Comment:** 13d-2(a) under the Act, with respect to the Common Stock, \$0.001 par value per share (the "Shares"), of Pyxis Oncology, Inc. (the "Issuer"), whose principal executive offices are located at 321 Harrison Avenue, Boston, Massachusetts 02118. This Amendment No. 4 amends and supplements the statement on Schedule 13D filed with the U.S. Securities and Exchange Commission (the "SEC") on October 22, 2021 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed on May 23, 2022, Amendment No. 2 filed on April 4, 2023 and Amendment No. 3 filed on April 3, 2024 (together with this Amendment No. 4, the "Schedule 13D"). Capitalized terms used herein and not otherwise defined in this Amendment No. 4 have the meanings previously defined in the Schedule 13D. Except as specifically provided herein, this Amendment No. 4 does not modify any of the information previously reported in the Schedule 13D.

Item 2. Identity and Background

- (a) Lara Sullivan
- (b) 321 Harrison Street, Boston, Massachusetts 02118
- (c) President and Chief Executive Officer, Pyxis Oncology, Inc.
- (d) No
- (e) No
- (f) United States of America

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows: In connection with Lara Sullivan's role as Chief Executive Officer of the Issuer, on December 23, 2024, the Issuer granted the Reporting Person a stock option to purchase 1,135,000 Shares at an exercise price of \$1.67 per share. Such stock options vest in full on December 23, 2025, subject to the Reporting Person's continued employment through the vesting date.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows: The response to Item 3 of this Amendment No. 4 is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented as follows: As of the date hereof, the Reporting Person may be deemed to be the beneficial owner of 6,624,699 Shares, representing approximately 10.3% of the total number of shares outstanding. This amount includes: (i) an aggregate 4,220,817 Shares obtainable upon exercise of options, certain of which are subject to vesting upon the Reporting Person's continued employment through the applicable vesting date; and (ii) 537,335 Shares obtainable upon vesting of RSUs, all of which are subject to vesting upon the Reporting Person's continued employment through the applicable vesting date. The foregoing beneficial ownership percentage is based on the sum of (i) 59,465,729 Shares outstanding as of November 11, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2024, plus (ii) the 4,220,817 Shares issuable upon exercise of options granted to the Reporting Person, and (iii) the 537,335 Shares issuable upon vesting of RSUs granted to the Reporting Person, each of (ii) and (iii) which have been added to the total Shares outstanding in accordance with Rule 13d-(d)(1)(i) under the Act.

(a) The response to Item 5(a) of this Amendment No. 4 is incorporated by reference herein.

The response to Item 3 of this Amendment No. 4 is incorporated by reference herein. Other than as disclosed in this Amendment No. 4, there have been no transactions in the Shares by the Reporting Person effected during the past sixty days.

(b)

(c)

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.

Lara Sullivan

Signature: /s/ Lara Sullivan

Name/Title: Lara Sullivan, President and Chief Executive Officer

Date: 12/23/2024