SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person <sup>*</sup> Bayer World Investments B.V.		Requiri	of Event ng Statement Day/Year) 2021	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Pyxis Oncology, Inc.</u> [ PYXO ]						
(Last) (First) (Middle) ENERGIEWEG 1				4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				5. If Amendment, Date of Original Filed (Month/Day/Year)		
				Director Officer (give	Director X 10% Ov Officer (give Other (s				6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person	
(Street) MIJDRECHT P7 3641RT				title below)	peeny					
								X	Form filed by More than One Reporting Person	
(City) (Sta	ate) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security			2. Amount of Securitie Beneficially Owned (In 4)	Amount of Securities neficially Owned (Instr. 43. Owne (D) or In (I) (Instr		irect direct		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)										
		Expiration Date		3. Title and Amount of Securities Jnderlying Derivative Security (Instr. I)		4. Conversion or Exercise Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.	
		Date Exercisable	Expiration Date	Title		ount or hber of res	Derivative Security		or Indirect (I) (Instr. 5)	5)
Series A Convertible Preferred Stock		(1)	(1)	Common Stock	1,78	<b>36,83</b> 1 <sup>(2)</sup>	(2	)	D <sup>(3)</sup>	
Series B Convertible Preferred Stock		(1)	(1)	Common Stock	95	955,507 <sup>(2)</sup>		)	<b>D</b> <sup>(3)</sup>	
1. Name and Address of Reporting Person*       Bayer World Investments B.V.										
(Last) ENERGIEWEG	(First) 1	(Middle)								
(Street) MIJDRECHT	P7	3641RT								
(City)	(State)	(Zip)								
1. Name and Address of Reporting Person*           BAYER AKTIENGESELLSCHAFT										
(Last) (First) (Middle) BAYERWERK, GEBAEUDE W11 KAISER-WILHELM-ALLEE 1										
(Ctroat)										
(Street) LEVERKUSEN 2M 52		51373								
(City)	(State)	(Zip)								

Explanation of Responses:

1. Shares of Series A and Series B Convertible Preferred Stock (collectively, the "Preferred Stock") have no expiration date and, as of the date of this filing, are convertible, at the

option of the Reporting Persons, into shares of the Issuer's common stock at a 6.359-for-1 conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares).

2. Reflects that each 6.359 shares of Preferred Stock will convert automatically into one share of the Issuer's common stock at the closing of the Issuer's initial public offering, for no additional consideration (subject to the payment of cash in lieu of any fractional shares).

3. The securities reported are held directly by Bayer World Investments B.V., a Dutch private limited company, which is an indirect, wholly owned subsidiary of Bayer Aktiengesellschaft, a German stock corporation. Accordingly, Bayer Aktiengesellschaft may be deemed to be an indirect beneficial owner of the shares beneficially owned directly by Bayer World Investments B.V.

Bayer World InvestmentsB.V., By: /s/ PatrickLennaerts, Name: Patrick10/07/2021Lennaerts, Title: ManagingDirectorBayer Aktiengesellschaft,<br/>By: /s/ Christian Bank,<br/>Name: Christian Bank,<br/>Name: Christian Bank,<br/>Title: Head of Legal<br/>Mergers & Acquisitions\*\* Signature of Reporting<br/>PersonDate

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 5 (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.