SEC Form 4	
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## FORM 4

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

OMB APPROVAL

Section 16. For		to STA	TEMENT OF	- CHANGES	S IN BEN	NEFICIAL OWNE	RSHII	Estin	Number: nated average burde		
obligations may Instruction 1(b).				nt to Section 16(a) o ction 30(h) of the Inv		es Exchange Act of 1934 npany Act of 1940		hours	s per response:	0.5	
1. Name and Address of Reporting Person <sup>*</sup> MIDDLEKAUFF W BRADFORD				r Name <b>and</b> Ticker <u>naline Bio, In</u>			5. Rela (Check	g Person(s) to Iss 10% (	Owner		
(Last) C/O TOURMA	(First) LINE BIO, IN	(Middle)	3. Date 10/19/2	of Earliest Transact 2023	tion (Month/D	ay/Year)	X	Officer (give title below) CBO, GC	e title Other (specify below) , GC and Secretary		
27 WEST 24TH	27 WEST 24TH STREET, SUITE 702			endment, Date of C	Driginal Filed (	Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) NEW YORK					X		e Reporting Perso re than One Repo				
(City)	NY (State)	10010 (Zip)	Che	eck this box to indicate	e that a transac	DN Indication tion was made pursuant to a co 0b5-1(c). See Instruction 10.	ontract, ins	struction or written pla	an that is intended to	o satisfy the	
		Table I - No	n-Derivative S	ecurities Acqu	uired, Dis	posed of, or Benefic	ially O	wned			
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	

					ł				Reported			1.0	(Instr. 4)		
				Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and				iisu. 4)		
Common	Stock	10/19/2023		Α		<b>69,201</b> <sup>(1)</sup>	A	(2)	69,2	01	D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.	Derivative	6. Date Ex Expiratior (Month/Da	Date	) Seci	tle and Au urities Un vative Set tr. 3 and 4	derlying curity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following	y D	0. Ownership Form: Direct (D) Ir Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Date

Exercisable

(D)

Expiration

Title

Date

Stock Option (Right to Buy)	\$7.9 <sup>(3)</sup>	10/19/2023	Α	124,991 <sup>(3)</sup>	(4)	06/17/2033	Common Stock	124,991 <sup>(3)</sup>	(3)(5)	124,991	
Employee Stock Option (Right to Buy)	\$9.46	10/23/2023	A	46,774	(6)	10/23/2033	Common Stock	46,774	\$0.00	46,774	

and 5)

(A)

v

Code

## Explanation of Responses:

Employee Stock

1. 32,839 of these shares are subject to a repurchase option in favor of the Issuer in the event that the Reporting Person's continuous service is terminated. Such repurchase option shall lapse in equal monthly installments until such shares are fully vested on June 1, 2026.

2. Received in exchange for 867,500 shares of common stock of Tourmaline Bio, Inc. ("Tourmaline") pursuant to an Agreement and Plan of Merger dated as of June 22, 2023 (the "Merger Agreement") by and among Tourmaline, the Issuer and Terrain Merger Sub, Inc., a wholly owned subsidiary of the Issuer ("Merger Sub"). Under the terms of the Merger Agreement, on October 19, 2023, Merger Sub merged with and into Tournaline (the "Merger"), with Tournaline surviving the Merger as a wholly owned subsidiary of the Issuer. Upon the closing of the Merger, each share of Tournaline common stock was converted into the right to receive 0.07977 of a share of the Issuer's common stock, after giving effect to a reverse stock split of the Issuer's common stock of 10-for-1. Subsequent to the Merger, the name of the Issuer was changed from Talaris Therapeutics, Inc. to Tourmaline Bio, Inc.

3. Upon the closing of the Merger, each outstanding option to purchase shares of Tourmaline common stock was assumed by the Issuer and converted into an option to purchase the Issuer's common stock, on the same terms and conditions as were applicable to such Tourmaline stock option prior to the Merger, as adjusted for the exchange ratio and the reverse stock split.

4. The shares subject to the option vest as to 25% of the shares on June 14, 2024 with the remainder vesting in the following 36 equal monthly installments, subject to the Reporting Person's continued service on each such vesting date.

5. Received in exchange for a stock option to acquire 1,566,900 shares of Tourmaline common stock pursuant to the Merger Agreement.

6. The shares subject to the option vest as to 25% of the shares on October 23, 2024 with the remainder vesting in the following 36 equal monthly installments, subject to the Reporting Person's continued service on each such vesting date.

## Remarks:

/s/ W. Bradford Middlekauff

Amount or

Number of

Shares

10/23/2023

\*\* Signature of Reporting Person

Date

Reported Transaction(s) (Instr. 4)

D

D

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 4 (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.