
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Tectonic Therapeutic, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

878972108

(CUSIP Number)

Michael K. Bradshaw, Jr.
Nelson Mullins Riley & Scarborough LLP, 101 Constitution Avenue NW, Suite 900
Washington, DC, 20001
(202) 689-2800

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

02/05/2025

(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. 878972108

Name of reporting person

1

Timothy A. Springer

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	WC, 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	4,226,058.00
Number of	Shared Voting Power
Shares	
Beneficially	8 0.00
Owned by	Sole Dispositive Power
Each	9 4,226,058.00
Reporting	Shared Dispositive Power
Person	
With:	10 0.00
	Aggregate amount beneficially owned by each reporting person
11	4,226,058.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	29.2 %
	Type of Reporting Person (See Instructions)
14	IN, OO

SCHEDULE 13D

CUSIP No. 878972108

	Name of reporting person
1	TAS Partners LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
Number of	7 Sole Voting Power

Shares	
Beneficially	970,223.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	970,223.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	970,223.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.3 %
	Type of Reporting Person (See Instructions)
14	OO

SCHEDULE 13D

CUSIP No. 878972108

1	Name of reporting person
	Chafen Lu
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC, 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	186,134.00
Number of	Shared Voting Power
Shares	8
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	9
Reporting	186,134.00
Person	Shared Dispositive Power
With:	10
	0.00
11	Aggregate amount beneficially owned by each reporting person

	186,134.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	1.0 %
14	Type of Reporting Person (See Instructions)
	IN, OO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.0001 par value per share

Name of Issuer:

(b) Tectonic Therapeutic, Inc.

Address of Issuer's Principal Executive Offices:

(c) 490 Arsenal Way, Suite 210, Watertown, MASSACHUSETTS , 02472.

Item 2. Identity and Background

(a) N/A

(b) N/A

(c) N/A

(d) N/A

(e) N/A

(f) N/A

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to be supplemented by the following: On February 3, 2025, the Issuer entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with Dr. Springer, TAS and certain other institutional and accredited investors (the "Purchasers") in a transaction exempt from the registration requirements of the Securities Act, in reliance on Section 4(a)(2) as a transaction not involving a public offering and/or Rule 506 of Regulation D thereunder. Pursuant to the Securities Purchase Agreement, the Issuer agreed to issue and sell an aggregate of 3,689,465 shares of Common Stock (the "February 2025 Shares") for an aggregate purchase price of approximately \$185.0 million (collectively, the "February 2025 Private Placement"). Dr. Springer and TAS purchased 129,294 and 660,000 shares of Common Stock, respectively, for aggregate purchase prices of \$6,999,977.16 and \$33,000,000.00, respectively. The closing of the February 2025 Private Placement occurred on February 5, 2025 (the "Closing Date"). The foregoing summary of the Securities Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Securities Purchase Agreement, a copy of which is filed as Exhibit 99.6 to this Schedule 13D. On February 3, 2025, in connection with the Securities Purchase Agreement, the Issuer entered into a Registration Rights Agreement (the "Registration Rights Agreement") with the holders of Common Stock signatory thereto. Pursuant to the Registration Rights Agreement, the Issuer is required to prepare and file a resale registration statement with the SEC within 54 calendar days following the Closing Date with respect to the shares of Common Stock issued to the Purchasers pursuant to the Securities Purchase Agreement. The Issuer will use its reasonable best efforts to cause such registration statement to be declared effective by the SEC at the earliest possible date, but in any event no later than the earlier of (a) the 90th calendar day following the initial filing date or (b) the fifth business day after the date the Issuer is notified (orally or in writing, whichever is earlier) by the SEC that the registration statement will not be "reviewed" or will not be subject to further review. The Issuer has granted the Purchasers customary indemnification rights in connection with the registration statement. The Purchasers have also granted the Issuer customary indemnification rights in connection with the registration statement. The Issuer has agreed to be responsible for all fees and expenses incurred in connection with the registration of the February 2025 Shares. The foregoing summary of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Registration Rights Agreement, a copy of which is filed as Exhibit 99.7 to this Schedule 13D.

Item 4. Purpose of Transaction

N/A

Item 5. Interest in Securities of the Issuer

- (a) Item 5 of Schedule 13D is hereby amended and restated in full as follows: The information set forth under Item 3 and the cover page of the Schedule 13D is incorporated herein by reference into this Item 5. The percentages of beneficial ownership reported in this Item 5, and on each Reporting Person's cover page to this Statement, are based on a total of 18,442,154 Shares issued and outstanding, which consists of (i) 14,752,689 Shares outstanding as of November 1, 2024, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter-ended September 30, 2024, filed with the SEC on November 12, 2024, plus (ii) 3,689,465 Shares sold by the Issuer in the February 2025 Private Placement, as reported by the Issuer in its Current Report on Form 8-K, filed with the SEC on February 3, 2025. All of the Share numbers reported below, and on each Reporting Person's cover page to this Statement, are as of February 5, 2025. The Reporting Persons, in the aggregate, beneficially own 5,382,415 Shares, representing approximately 29.2% of such class of securities. Dr. Springer is the beneficial owner of a total of 5,382,415 Shares, representing approximately 29.2% of the outstanding Shares and consisting of (i) 4,226,058 Shares held directly, (ii) 970,223 Shares held by TAS and (iii) 186,134 Shares held by Dr. Lu. TAS is the beneficial owner of a total of 970,223 Shares, representing approximately 5.3% of the outstanding Shares. TAS holds all such Shares directly. Dr. Springer is the sole managing member of TAS. Dr. Lu is the beneficial owner of a total of 186,134 Shares, representing approximately 1.0% of the outstanding Shares. Dr. Lu holds all such Shares directly. Dr. Lu is the spouse of Dr. Springer.
- (b) Dr. Springer exercises sole voting and dispositive power over the Shares held by him directly and the Shares held by TAS. Dr. Springer disclaims beneficial ownership of the Shares held by TAS, except to the extent of his pecuniary interest therein. Dr. Lu exercises sole voting and dispositive power over the Shares held by her directly.
- (c) The Reporting Persons have not engaged in any transactions with respect to the Shares during the 60 days before the date of this filing, except as described herein and in Item 3 of Schedule 13D.
- (d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.
- (e) Not applicable.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
N/A
- Item 7. Material to be Filed as Exhibits.
99.6 Securities Purchase Agreement, dated February 3, 2025, by and between Tectonic Therapeutic, Inc. and each purchaser identified on Exhibit A thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on February 3, 2025). 99.7 Registration Rights Agreement, dated February 3, 2025, by and between Tectonic Therapeutic, Inc. and the Investors named therein (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on February 3, 2025).

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.

Timothy A. Springer

Signature: /s/ Timothy A. Springer

Name/Title: Timothy A. Springer

Date: 02/10/2025

TAS Partners LLC

Signature: /s/ Timothy A. Springer

Name/Title: Timothy A. Springer/Manager

Date: 02/10/2025

Chafen Lu

Signature: /s/ Chafen Lu

Name/Title: Chafen Lu

Date: 02/10/2025