FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549	

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average	burden								
houre per reenonce	. 0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to calify the officeating alternative to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10

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

motrao	1011 10.																		
Name and Address of Reporting Person* Caplan Jay David						FRACTYL HEALTH, INC. [GUTS] (Check all a										tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) 3 VAN I		(First)	(Midd	dle)		3. Date of Earliest Transaction (Month/Day/Year) 11/10/2024								7	below)	give title dent, Chi	ief Pro	Other (s below) oduct Off.	
(Street)	NGTON	MA	0180	03	4	4. If Amendment, Date of Original Filed (Month/Day/Year)								Indiv ne)	<u></u>				
(City)		(State)	(Zip)																
			Table	l - Non-	Derivati	ve Se	ecur	ities Ac	quired	, Dis	sposed o	of, or Be	neficia	lly C	Owned				
1. Title of Security (Instr. 3)			Da	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, r) if any (Month/Day/Year)		Transaction Code (Instr.			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			and 5) Securities Beneficial Owned Fo		Form	: Direct I Indirect I str. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common	Stock				11/10/202	24			M		187,25	7 A	\$00	1)	217,	,741		D	
Common	Stock				11/11/202	24			S ⁽²⁾		64,19	7 D	\$2.40	596	153,	544		D	
Common	Stock													358,806 I		I 1	By Trust		
Common Stock													118,810			I 1	By Family Trust		
			Tab									, or Bend ble secu		y Ov	vned				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day (Month/Day)				cution Date	Date, Transaction Code (Instr.		n Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)		e	7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		Derivative Security		9. Numbe derivative Securities Beneficia Owned Following Reported Transacti	e s Ily	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Share	s		(Instr. 4)			
Restricted Stock Unit	(1)	11/10/202	24		M			187,257	(1)		(1)	Common Stock	187,25	7	\$ 0	0		D	

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units vested in full on November 10, 2024 and have no expiration date.
- $2. \ Represents \ shares \ sold \ for \ tax-withholding \ purposes \ due \ upon \ the \ vesting \ of \ the \ restricted \ stock \ units.$

/s/ Lisa A. Davidson, Attorneyin-fact

11/13/2024

** Signature of Reporting Person

Date

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.