

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001572616			<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
Fractyl Laboratories Inc.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Fractyl Laboratories Inc.			
Street Address 1		Street Address 2	
17 HARTWELL AVENUE			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
LEXINGTON	MASSACHUSETTS	02421	781-902-8800

3. Related Persons

Last Name	First Name	Middle Name
RAJAGOPALAN	HARITH	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
CAPLAN	JAY	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BORYS	MARGARET	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DAVIDSON	LISA	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
AMATRUDA	JOHN	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: Executive Officer X	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
GABRIELI	CHRISTOPHER	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: Executive Officer X	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LAPIDUS	STANLEY	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship: Executive Officer X	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
ROYAN	AJAY	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DOVEY	BRIAN	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
WILL	ALLAN	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BRADLEY	WILLIAM	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
SCHULMAN	AMY	
Street Address 1	Street Address 2	
C/O FRACTYL LABORATORIES INC.	17 HARTWELL AVENUE	
City	State/Province/Country	ZIP/PostalCode
LEXINGTON	MASSACHUSETTS	02421
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LOPEZ-TALAVERA	JUAN CARLOS	

Street Address 1
C/O FRACTYL LABORATORIES
INC.

Street Address 2
17 HARTWELL AVENUE

City
LEXINGTON

State/Province/Country
MASSACHUSETTS

ZIP/PostalCode
02421

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|--|------------------------|---------------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | Telecommunications |
| Investment Banking | X Other Health Care | Other Technology |
| Pooled Investment Fund | Manufacturing | Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | Real Estate | Airlines & Airports |
| Yes No | Commercial | Lodging & Conventions |
| Other Banking & Financial Services | Construction | Tourism & Travel Services |
| Business Services | REITS & Finance | Other Travel |
| Energy | Residential | Other |
| Coal Mining | Other Real Estate | |
| Electric Utilities | | |
| Energy Conservation | | |
| Environmental Services | | |
| Oil & Gas | | |
| Other Energy | | |

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|---|-------------------------------------|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) |
| Rule 504 (b)(1)(i) | Section 3(c)(1) Section 3(c)(9) |
| Rule 504 (b)(1)(ii) | Section 3(c)(2) Section 3(c)(10) |
| Rule 504 (b)(1)(iii) | Section 3(c)(3) Section 3(c)(11) |
| X Rule 506(b) | Section 3(c)(4) Section 3(c)(12) |
| Rule 506(c) | |

7. Type of Filing

New Notice Date of First Sale 2020-03-04 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity
Debt
Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

Pooled Investment Fund Interests
Tenant-in-Common Securities
Mineral Property Securities
Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such
as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number None
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD
Number None

Street Address 1**Street Address 2**

City State/Province/Country ZIP/Postal
Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual All Foreign/non-US
States States

13. Offering and Sales Amounts

Total Offering Amount \$44,750,503 USD or Indefinite
Total Amount Sold \$44,750,503 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited
investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as
accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$468,000 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Fractyl Laboratories Inc.	/s/ Harith Rajagopalan	Harith Rajagopalan	President and Chief Executive Officer	2020-03-19

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.