

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>CVE, LLC</u> (Last) (First) (Middle) 222 N. LASALLE STREET, SUITE 2000 (Street) CHICAGO IL 60601 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fractyl Health, Inc. [GUTS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2024		C		3,419,876	A	(1)	3,419,876	D ⁽⁴⁾	
Common Stock	02/06/2024		C		920,661	A	(2)(3)	4,340,537	D ⁽⁴⁾	
Common Stock	02/06/2024		P		333,333	A	\$15	4,673,870	D ⁽⁴⁾	

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Preferred Stock	(1)	02/06/2024		C			4,090,872	(1)	(1)	Common Stock	(1)	(1)	0	D ⁽⁴⁾	
Series E Preferred Stock	(1)	02/06/2024		C			2,914,228	(1)	(1)	Common Stock	(1)	(1)	0	D ⁽⁴⁾	
Series F Preferred Stock	(1)	02/06/2024		C			333,957	(1)	(1)	Common Stock	(1)	(1)	0	D ⁽⁴⁾	
Convertible Promissory Note	(2)(3)	02/06/2024		C			0 ⁽²⁾⁽³⁾	(2)(3)	12/31/2024 ⁽²⁾⁽³⁾	Common Stock	(2)(3)	(2)(3)	0	D ⁽⁴⁾	

1. Name and Address of Reporting Person*
CVE, LLC
 (Last) (First) (Middle)
 222 N. LASALLE STREET, SUITE 2000
 (Street)
 CHICAGO IL 60601
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HCC Manager LLC
 (Last) (First) (Middle)
 222 N. LASALLE STREET, SUITE 2000
 (Street)
 CHICAGO IL 60601
 (City) (State) (Zip)

Explanation of Responses:

1. Each share of the Issuer's preferred stock is convertible into shares of the Issuer's common stock at the holder's option, on a 1-1 basis, with such ratio being subject to adjustment from time to time for customary events affecting the preferred stock and common stock, and has no expiration date. On January 26, 2024, the Issuer's board approved a 1-for-2.146 reverse stock split of its issued and outstanding shares of common stock, as a

result of which the conversion ratio for the Issuer's preferred stock was correspondingly adjusted to 1 share of common stock issuable for 2.146 shares of the preferred stock. The preferred stock automatically converted into common stock upon the closing of the Issuer's initial public offering on February 6, 2024 at such ratio.

2. The Convertible Note automatically converts into shares of the Issuer's common stock upon the occurrence of certain additional issuances of the Issuer's capital stock, including in connection with an initial public offering of the Issuer's common stock with gross proceeds of at least \$80,000,000 or a resulting market capitalization of the Issuer's common stock equal to at least \$1,000,000,000. In the event of such an initial public offering, all of the outstanding principal and interest under the convertible note will automatically convert into shares of the Issuer's common stock at a price equal to the lesser of (a) 80% of the per share offering price of common stock in the initial public offering; and (b) the price per share that results when \$770,000,000 is divided by the total number of shares of the Issuer's common stock then outstanding, calculated on a fully diluted basis.

3. (Continued from Footnote 2) Upon the closing of the Issuer's initial public offering on February 6, 2024 meeting the foregoing criteria, the aggregate principal amount of the Convertible Note of approximately \$10.9 million, including accrued interest, automatically converted into 920,661 shares of the Issuer's common stock.

4. HCC Manager LLC, manager of CVF, LLC, exercises voting and investment power with respect to shares held by CVF, LLC. HCC Manager LLC disclaims beneficial ownership of all shares held by CVF, LLC, except to the extent of its pecuniary interest therein.

Remarks:

CVF, LLC, By: HCC Manager
LLC, Its: Managing Member,
By: /s/ Richard H. Robb, Name: 02/06/2024
Richard H. Robb, Title:
Executive Vice President
HCC Manager LLC, By: /s/
Richard H. Robb, Name: 02/06/2024
Richard H. Robb, Title:
Executive Vice President

** 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.