

---

---

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Aziyo Biologics, Inc.**  
(Name of Issuer)

**Class A Common Stock**  
(Title of Class of Securities)

**05479K106**  
(CUSIP Number)

**W. Matthew Zuga**  
**36 Church Lane**  
**Westport, CT 06880**  
**(646) 793-3510**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 5, 2022**  
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

---

---

1 Names of Reporting Persons

**HighCape Capital, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**48,931**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**48,931**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**48,931**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**0.4%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Partners, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**53,818**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**53,818**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**53,818**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**0.5%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Partners QP, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**4,001,428**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**4,001,428**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**4,001,428**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**33.9%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Partners GP, LLC**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**4,055,246**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**4,055,246**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**4,055,246**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**34.3%**

14 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**HighCape Partners GP, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**4,055,246**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**4,055,246**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**4,055,246**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**34.3%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Co-Investment Vehicle I, LLC**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**499,145**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**499,145**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**499,145**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**4.2%**

14 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**HighCape Co-Investment Vehicle II, LLC**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**259,282**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**259,282**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**259,282**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**2.2%**

14 Type of Reporting Person

**OO (Limited Liability Company)**



1 Names of Reporting Persons

**HighCape Capital, LLC**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**48,931**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**48,931**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**48,931**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**0.4%**

14 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**HighCape Partners II, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**15,023**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**15,023**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**15,023**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**0.1%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Partners QP II, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**719,977**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**719,977**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**719,977**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**6.1%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Partners GP II, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**735,000**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**735,000**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**735,000**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**6.2%**

14 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**HighCape Partners GP II, LLC**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**Delaware**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**735,000**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**735,000**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**735,000**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**6.2%**

14 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**W. Matthew Zuga**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**United States**

7 Sole Voting Power

**0**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**5,597,604**

9 Sole Dispositive Power

**0**

10 Shared Dispositive Power

**5,597,604**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**5,597,604**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**47.4%**

14 Type of Reporting Person

**IN**

1 Names of Reporting Persons

**Kevin Rakin**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

**OO**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

**United States**

7 Sole Voting Power

**90,807**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH**

8 Shared Voting Power

**4,839,177**

9 Sole Dispositive Power

**90,807**

10 Shared Dispositive Power

**4,839,177**

11 Aggregate Amount Beneficially Owned by Each Reporting Person

**4,929,984**

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

**41.7%**

14 Type of Reporting Person

**IN**

**EXPLANATORY NOTE**

This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the "SEC") on December 20, 2021 (as amended, the "Schedule 13D"), relating to the shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock") of Aziyo Biologics, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

**Item 2. Identity and Background.**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Schedule 13D is being filed by the following persons (each a "Reporting Person" and collectively, the "Reporting Persons"):

HighCape Capital, L.P.  
HighCape Partners, L.P.  
HighCape Partners QP, L.P.  
HighCape Partners GP, LLC  
HighCape Partners GP, L.P.  
HighCape Co-Investment Vehicle I, LLC  
HighCape Co-Investment Vehicle II, LLC  
HighCape Capital, LLC  
HighCape Partners II, L.P.  
HighCape Partners QP II, L.P.  
HighCape Partners GP II, L.P.  
HighCape Partners GP II, LLC  
W. Matthew Zuga  
Kevin Rakin

Each of the Reporting Persons, except for Messrs. Zuga and Rakin, is organized under the laws of the State of Delaware. Each of Messrs. Zuga and Rakin is a citizen of the United States. The principal business address of the Reporting Persons is 36 Church Lane, Westport, CT 06880. The Reporting Persons are principally engaged in the business of managing their investments in the securities of the Issuer.

During the last five years, none of the Reporting Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

---



**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and supplemented by inserting the following information at the end of Item 3:

On December 5, 2022, in connection with the Issuer's registered underwritten offering, HighCape Partners II, L.P. and HighCape Partners QP II, L.P. purchased an aggregate of 735,000 shares of Class A Common Stock for an aggregate purchase price of \$3,491,250.00.

The Reporting Persons obtained the funds used to acquire their interests in the Issuer's securities through capital contributions from their partners and members.

---

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) – (b) The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Class A Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, based on 11,810,964 shares of Class A Common Stock outstanding as of December 5, 2022, as provided by the Issuer:

<b>Reporting Person</b>	<b>Amount beneficially owned</b>	<b>Percent of class</b>	<b>Sole power to vote or to direct the vote</b>	<b>Shared power to vote or to direct the vote</b>	<b>Sole power to dispose or to direct the disposition</b>	<b>Shared power to dispose or to direct the disposition</b>
HighCape Capital, L.P.	48,931	0.4%	0	48,931	0	48,931
HighCape Partners, L.P.	53,818	0.5%	0	53,818	0	53,818
HighCape Partners QP, L.P.	4,001,428	33.9%	0	4,001,428	0	4,001,428
HighCape Partners GP, LLC	4,055,246	34.3%	0	4,055,246	0	4,055,246
HighCape Partners GP, L.P.	4,055,246	34.3%	0	4,055,246	0	4,055,246
HighCape Co-Investment Vehicle I, LLC	499,145	4.2%	0	499,145	0	499,145
HighCape Co-Investment Vehicle II, LLC	259,282	2.2%	0	259,282	0	259,282
HighCape Capital, LLC	48,931	0.4%	0	48,931	0	48,931
HighCape Partners II, L.P.	15,023	0.1%	0	15,023	0	15,023
HighCape Partners QP II, L.P.	719,977	6.1%	0	719,977	0	719,977
HighCape Partners GP II, L.P.	735,000	6.2%	0	735,000	0	735,000
HighCape Partners GP II, LLC	735,000	6.2%	0	735,000	0	735,000
W. Matthew Zuga	5,597,604	47.4%	0	5,597,604	0	5,597,604
Kevin Rakin	4,929,984	41.7%	90,807	4,839,177	90,807	4,839,177

The amount of securities beneficially owned by the Reporting Persons includes: (i) 53,818 shares of Class A Common Stock held of record by HighCape Partners, L.P.; (ii) 4,001,428 shares of Class A Common Stock held of record by HighCape Partners QP, L.P.; (iii) 499,145 shares of Class A Common Stock held of record by HighCape Co-Investment Vehicle I, LLC; (iv) 259,282 shares of Class A Common Stock held of record by HighCape Co-Investment Vehicle II, LLC; (v) 48,931 shares of Class A Common Stock held of record by HighCape Capital, L.P.; (vi) 15,023 shares of Class A Common Stock held of record by HighCape Partners II, L.P.; and (vii) 719,977 shares of Class A Common Stock held of record by HighCape Partners QP II, L.P. The amount beneficially owned by Mr. Rakin also includes 90,807 shares of Class A Common Stock held of record by the Kevin L. Rakin Irrevocable Trust.

Kevin Rakin and W. Matthew Zuga are the managing members of HighCape Partners GP, LLC, which is the general partner of HighCape Partners GP, L.P., which is the general partner of each of HighCape Partners, L.P. and HighCape Partners QP, L.P. Messrs. Rakin and Zuga are the managing members of HighCape Capital, LLC, which is the general partner of HighCape Capital, L.P. Messrs. Rakin and Zuga are also the managing members of HighCape Partners GP II, LLC, which is the general partner of HighCape Partners GP II, L.P., which is the general partner of each of HighCape Partners II, L.P. and HighCape Partners QP II, L.P.

Each of Mr. Rakin, Mr. Zuga, HighCape Partners GP, LLC and HighCape Partners GP, L.P. may be deemed to beneficially own the securities held of record by each of HighCape Partners, L.P. and HighCape Partners QP, L.P. Each of Mr. Rakin, Mr. Zuga and HighCape Capital, LLC may be deemed to beneficially own the securities held of record by HighCape Capital, L.P. Each of Mr. Rakin, Mr. Zuga, HighCape Partners GP II, LLC and HighCape Partners GP II, L.P. may be deemed to beneficially own the securities held of record by each of HighCape Partners II, L.P. and HighCape Partners QP II, L.P.

In addition, Mr. Zuga is the managing member of each of HighCape Co-Investment Vehicle I, LLC and HighCape Co-Investment Vehicle II, LLC and may be deemed to beneficially own the securities held of record by each such entity. Mr. Rakin may be deemed to beneficially own the securities held of record by the Kevin L. Rakin Irrevocable Trust. Each of the Reporting Persons disclaims beneficial ownership of the securities held by the other Reporting Persons.

- (c) Except as described in Item 3, during the past 60 days, the Reporting Persons have not effected any transactions with respect to the Class A Common Stock.
  - (d) None.
  - (e) Not applicable.
-

**Item 7. Materials to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

<b>Exhibit Number</b>	<b>Description</b>
<u>1</u>	<u><a href="#">Joint Filing Agreement.</a></u>
<u>2</u>	<u><a href="#">Securities Purchase Agreement, dated December 5, 2021, by and among Aziyo Biologics, Inc. and the Investors named therein (incorporated by reference to Exhibit 10.1 of Aziyo Biologics, Inc.'s Current Report on Form 8-K filed with the SEC on December 8, 2021).</a></u>
<u>3</u>	<u><a href="#">Registration Rights Agreement, dated December 5, 2021, by and among Aziyo Biologics, Inc. and the Investors named therein (incorporated by reference to Exhibit 10.2 of Aziyo Biologics, Inc.'s Current Report on Form 8-K filed with the SEC on December 8, 2021).</a></u>

---

**SIGNATURES**

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.

**Date:** December 7, 2022

**HIGHCAPE CAPITAL, L.P.**

By: HighCape Capital, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS, L.P.**

By: HighCape Partners GP, L.P., its general partner

By: HighCape Partners GP, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS QP, L.P.**

By: HighCape Partners GP, L.P., its general partner

By: HighCape Partners GP, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS GP, LLC**

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS GP, L.P.**

By: HighCape Partners GP, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE CO-INVESTMENT VEHICLE I, LLC**

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

**HIGHCAPE CO-INVESTMENT VEHICLE II, LLC**

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

**HIGHCAPE CAPITAL, LLC**

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

**HIGHCAPE PARTNERS II, L.P.**

By: HighCape Partners GP II, L.P., its general partner  
By: HighCape Partners GP II, LLC, its general partner

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

**HIGHCAPE PARTNERS QP II, L.P.**

By: HighCape Partners GP II, L.P., its general partner  
By: HighCape Partners GP II, LLC, its general partner

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

**HIGHCAPE PARTNERS GP II, L.P.**

By: HighCape Partners GP II, LLC, its general partner

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

**HIGHCAPE PARTNERS GP II, LLC**

By: /s/ W. Matthew Zuga  
Name: W. Matthew Zuga  
Title: Managing Member

---

/s/ W. Matthew Zuga  
Name: W. Matthew Zuga

---

/s/ Kevin Rakin  
Name: Kevin Rakin

---

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13D. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 7<sup>th</sup> day of December, 2022.

**HIGHCAPE CAPITAL, L.P.**

By: HighCape Capital, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS, L.P.**

By: HighCape Partners GP, L.P., its general partner

By: HighCape Partners GP, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS QP, L.P.**

By: HighCape Partners GP, L.P., its general partner

By: HighCape Partners GP, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS GP, LLC**

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

---



**HIGHCAPE PARTNERS GP, L.P.**

By: HighCape Partners GP, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE CO-INVESTMENT VEHICLE I, LLC**

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE CO-INVESTMENT VEHICLE II, LLC**

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE CAPITAL, LLC**

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS II, L.P.**

By: HighCape Partners GP II, L.P., its general partner

By: HighCape Partners GP II, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS QP II, L.P.**

By: HighCape Partners GP II, L.P., its general partner

By: HighCape Partners GP II, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

---

**HIGHCAPE PARTNERS GP II, L.P.**

By: HighCape Partners GP II, LLC, its general partner

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

**HIGHCAPE PARTNERS GP II, LLC**

By: /s/ W. Matthew Zuga

Name: W. Matthew Zuga

Title: Managing Member

/s/ W. Matthew Zuga

Name: W. Matthew Zuga

/s/ Kevin Rakin

Name: Kevin Rakin

---