

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>HighCape Capital, L.P.</u> (Last) (First) (Middle) 36 CHURCH LANE (Street) WESTPORT CT 06880 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ELUTIA INC. [ELUT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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			
Class A Common Stock	07/30/2024		X		2,101,577	A	\$1.4275	9,100,232	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾

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
Warrants (right to buy)	\$1.4275	07/30/2024		X			2,101,577	09/21/2023	(4)	Class A Common Stock	2,101,577	\$0	0	I	See footnote ⁽²⁾⁽³⁾⁽⁵⁾

1. Name and Address of Reporting Person*
HighCape Capital, L.P.
 (Last) (First) (Middle)
 36 CHURCH LANE
 (Street)
 WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Zuga Matt
 (Last) (First) (Middle)
 C/O TELA BIO, INC.
 1 GREAT VALLEY PARKWAY, SUITE 24
 (Street)
 MALVERN PA 19355
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RAKIN KEVIN
 (Last) (First) (Middle)
 36 CHURCH LANE
 (Street)
 WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HighCape Partners GP, LLC

(Last)	(First)	(Middle)
36 CHURCH LANE		
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(Street)		
WESTPORT	CT	06880
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HighCape Partners GP, L.P.		
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36 CHURCH LANE		
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(Street)		
WESTPORT	CT	06880
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HIGHCAPE PARTNERS, L.P.		
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WESTPORT	CT	06880
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HIGHCAPE PARTNERS QP, L.P.		
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(Street)		
WESTPORT	CT	06880
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HighCape Partners QP II, L.P.		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HighCape Partners GP II, LLC		
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(Street)		
WESTPORT	CT	06880
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
HighCape Partners GP II, L.P.		
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(Last)	(First)	(Middle)
36 CHURCH LANE		
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(Street)		
WESTPORT	CT	06880
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(City)	(State)	(Zip)

Explanation of Responses:

1. Includes: (i) 53,818 shares of Common Stock held of record by HighCape Partners, L.P.; (ii) 4,001,428 shares of Common Stock held of record by HighCape Partners QP, L.P.; (iii) 499,145 shares of Common Stock held

of record by HighCape Co-Investment Vehicle I, LLC; (iv) 259,282 shares of Common Stock held of record by HighCape Co-Investment Vehicle II, LLC; (v) 48,931 shares of Common Stock held of record by HighCape Capital, L.P.; (vi) 86,613 shares of Common Stock held of record by HighCape Partners II, L.P.; and (vii) 4,151,015 shares of Common Stock held of record by HighCape Partners QP II, L.P.

2. Kevin Rakin and W. Matthew Zuga, members of Issuer's board of directors, are the managing members of HighCape Partners GP, LLC, which is the general partner ("GP") of HighCape Partners GP, L.P., which is the GP of each of HighCape Partners, L.P. and HighCape Partners QP, L.P. Mr. Rakin and Mr. Zuga are the managing members of HighCape Capital, LLC, which is the GP of HighCape Capital, L.P. Mr. Rakin and Mr. Zuga are the managing members of HighCape Partners GP II, LLC, which is the GP of HighCape Partners GP II, L.P., which is the GP of each of HighCape Partners II, L.P. and HighCape Partners QP II, L.P. In addition, HighCape Partners GP, L.P. manages each of HighCape Co-Investment Vehicle I, LLC and HighCape Co-Investment Vehicle II, LLC.

3. 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 by HighCape Partners, L.P., HighCape Partners QP, L.P., HighCape Co-Investment Vehicle I, LLC and HighCape Co-Investment Vehicle II, LLC, and each of Mr. Rakin, Mr. Zuga and HighCape Capital, LLC may be deemed to beneficially own the securities held by HighCape Capital, L.P. In addition, 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 by HighCape Partners II, L.P. and HighCape Partners QP II, L.P. Each of the reporting persons disclaims beneficial ownership of the securities held by the other reporting persons except to the extent of each reporting person's pecuniary interest therein, if any.

4. The warrant has expired. The warrant provided for expiration upon the earlier of (a) 30 trading days after the clearance by the U.S. Food & Drug Administration of the issuer's CanGaroRM antibiotic-eluting biologic envelope (which has elapsed) or (b) September 21, 2028.

5. Warrants for 2,058,623 shares of Common Stock were exercised by HighCape Partners QP II, L.P. and warrants for 42,954 shares of Common Stock were exercised by HighCape Partners II, L.P.

Remarks:

The transaction is jointly reported by 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., W. Matthew Zuga and Kevin L. Rakin. Due to the number of insiders reporting this transaction exceeding the number of insiders permitted to file in one Form 4, the transaction is being reported in two Form 4s, each filed on August 1, 2024.

<u>HIGHCAPE CAPITAL, L.P. By:</u>	
<u>/s/ W. Matthew Zuga, Managing</u>	<u>08/01/2024</u>
<u>Member</u>	
<u>/s/ W. Matthew Zuga</u>	<u>08/01/2024</u>
<u>/s/ Kevin Rakin</u>	<u>08/01/2024</u>
<u>HIGHCAPE PARTNERS GP,</u>	
<u>LLC By: /s/ W. Matthew Zuga,</u>	<u>08/01/2024</u>
<u>Managing Member</u>	
<u>HIGHCAPE PARTNERS GP,</u>	
<u>L.P. By: /s/ W. Matthew Zuga,</u>	<u>08/01/2024</u>
<u>Managing Member</u>	
<u>HIGHCAPE PARTNERS, L.P.</u>	
<u>By: HighCape Partners GP, L.P.,</u>	
<u>its general partner By: HighCape</u>	<u>08/01/2024</u>
<u>Partners GP, LLC, its general</u>	
<u>partner By: /s/ W. Matthew Zuga,</u>	
<u>Managing Member</u>	
<u>HIGHCAPE PARTNERS QP,</u>	
<u>L.P. By: HighCape Partners GP,</u>	
<u>L.P., its general partner By:</u>	
<u>HighCape Partners GP, LLC, its</u>	<u>08/01/2024</u>
<u>general partner By: /s/ W.</u>	
<u>Matthew Zuga, Managing</u>	
<u>Member</u>	
<u>HighCape Partners QP II, L.P.</u>	
<u>By: HighCape Partners GP II,</u>	
<u>L.P., its general partner By:</u>	
<u>HighCape Partners GP II, LLC,</u>	<u>08/01/2024</u>
<u>its general partner By: /s/ W.</u>	
<u>Matthew Zuga, Managing</u>	
<u>Member</u>	
<u>HighCape Partners GP II, LLC</u>	
<u>By: /s/ W. Matthew Zuga,</u>	<u>08/01/2024</u>
<u>Managing Member</u>	
<u>HighCape Partners GP II, L.P.</u>	
<u>By: HighCape Partners GP II,</u>	
<u>LLC, its general partner By: /s/</u>	<u>08/01/2024</u>
<u>W. Matthew Zuga, Managing</u>	
<u>Member</u>	
** 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.