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

# **SCHEDULE 13D**

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

# **Gossamer Bio, Inc.**

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

38341P102

(CUSIP Number)

Louis S. Citron, Esq. New Enterprise Associates 1954 Greenspring Drive, Suite 600, Timonium, MD 21093 (410) 842-4000

(.10)0.2.100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 19, 2023

(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 \$240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are to be sent.

<sup>\*</sup>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.         Growth Equity Opportunities 18 VGE, LLC         2.       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)         3.       SEC USE ONLY         4.       SOURCE OF FUNDS (see instructions)         wc	(a) [] (b) []			
<ul> <li>2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)</li> <li>3. SEC USE ONLY</li> <li>4. SOURCE OF FUNDS (see instructions) wC</li> <li>5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)</li> <li>6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company</li> </ul>	(b) 🗖			
<ul> <li>3. SEC USE ONLY</li> <li>4. SOURCE OF FUNDS (see instructions) WC</li> <li>5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)</li> <li>6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company</li> </ul>	(b) 🗖			
<ul> <li>SOURCE OF FUNDS (see instructions)</li> <li>WC</li> <li>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)</li> <li>CITIZENSHIP OR PLACE OF ORGANIZATION</li> <li>Delaware Limited Liability Company</li> </ul>				
<ul> <li>SOURCE OF FUNDS (see instructions)</li> <li>WC</li> <li>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)</li> <li>CITIZENSHIP OR PLACE OF ORGANIZATION</li> <li>Delaware Limited Liability Company</li> </ul>				
wc         5.       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6.       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware Limited Liability Company				
T.       WC         5.       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6.       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware Limited Liability Company				
5.       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6.       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware Limited Liability Company				
6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company				
6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company				
Delaware Limited Liability Company				
Delaware Limited Liability Company				
7. SOLE VOTING POWER				
0 Shares				
8. SHARED VOTING POWER				
NUMBER OF     18,793,076 Shares				
BENEFICIALLY OWNED BY EACH BEPOPTING 9. SOLE DISPOSITIVE POWER				
REPORTING     J.       PERSON WITH     0 Shares				
10 SHARED DISPOSITIVE POWER				
10. SHARED DISPOSITIVE POWER 18,793,076 Shares				
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
18,793,076 Shares				
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions	)			
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
8.2%				
14. TYPE OF REPORTING PERSON (see instructions) OO				

1.	NAMES OF REPORTING PERSONS.				
	NEA 18 Ven	ture Grow	rth Equity, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
3.	SEC USE ONLY				
4.	SOURCE O	F FUNDS (	(see instructions)		
	WC				
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Partnership				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.         8.         9.         10.	SOLE VOTING POWER         0 Shares         SHARED VOTING POWER         18,793,076 Shares         SOLE DISPOSITIVE POWER         0 Shares         SHARED DISPOSITIVE POWER         18,793,076 Shares         18,793,076 Shares		
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2%				
14.	TYPE OF REPORTING PERSON (see instructions) PN				

1	NAMES OF	REPORTI	NG PERSONS.			
1.		NEA Partners 18 VGE, L.P.				
	NEA Partne	rs 18 VGE	E, L.P.			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
3.	SEC USE OI	SEC USE ONLY				
4.	SOURCE OF	F FUNDS (	(see instructions)			
	AF					
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6.	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION			
0.	Delaware Li	mited Par	tnership			
		7.	SOLE VOTING POWER			
			0 Shares			
		8.	SHARED VOTING POWER			
SH	NUMBER OF SHARES BENEFICIALLY		18,793,076 Shares			
	) BY EACH ORTING	9.	SOLE DISPOSITIVE POWER			
	ON WITH		0 Shares			
		10.	SHARED DISPOSITIVE POWER			
			18,793,076 Shares			
11.	AGGREGA	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11.	18,793,076 Shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
10.	8.2%					
14.		REPORTI	NG PERSON (see instructions)			
	PN					
L						

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1.	NAMES OF REPORTING PERSONS.					
	NEA 18 VGE GP, LLC					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
3.	SEC USE ONLY					
4.	SOURCE OF	F FUNDS (	(see instructions)			
	AF					
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company					
		7.	SOLE VOTING POWER 0 Shares			
SH	BER OF ARES ICIALLY	8.	SHARED VOTING POWER 18,793,076 Shares			
OWNED REPC	OWNED BY EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER 0 Shares			
		10.	SHARED DISPOSITIVE POWER 18,793,076 Shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT 8.2%	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
14.	TYPE OF REPORTING PERSON (see instructions) OO					

1	NAMES OF REPORTING PERSONS.					
1.	Ali Behbahani					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(b) 🗖					
2	SEC USE OI	NI V				
3.	SEC USE OF	101				
4.	SOURCE OF	F FUNDS (	see instructions)			
	AF					
5.	CHECK BO	X IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5.						
6.	CITIZENSH	IP OR PLA	CE OF ORGANIZATION			
	United State	25				
I		-	SOLE VOTING POWER			
		7.				
			0 shares			
	NUMBER OF SHARES		SHARED VOTING POWER			
SH			18,793,076 Shares			
OWNED	FICIALLY ) BY EACH	9.	SOLE DISPOSITIVE POWER			
REPORTING PERSON WITH		5.	0 shares			
			SHARED DISPOSITIVE POWER			
			18,793,076 Shares			
11.	AGGREG	L ATE AMOI	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	18,793,076 Shares					
	10,755,070	Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
10.	8.2%					
14.	TYPE OF	REPORTIN	NG PERSON (see instructions)			
	IN					

1.	NAMES OF	REPORTI	NG PERSONS.		
1.	Carmen Cha	ing			
2.			RIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a) 🔲 (b) 🗖	
2	SEC USE ON	ЛУ			
3.	510 051 01	VL1			
4.	SOURCE OF	FUNDS (	(see instructions)		
	AF				
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<ul><li>7.</li><li>8.</li><li>9.</li><li>10.</li></ul>	SOLE VOTING POWER0 SharesSHARED VOTING POWER18,793,076 SharesSOLE DISPOSITIVE POWER0 SharesSHARED DISPOSITIVE POWER18,793,076 Shares		
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.	PERCENT 8.2%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2%			
14.	TYPE OF I	TYPE OF REPORTING PERSON (see instructions) IN			

1	NAMES OF	REPORTI	NG PERSONS.		
1.	Anthony A. Florence, Jr.				
	Antnony A.	Florence,	JF.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
3.	SEC USE OI	NLY			
4.	SOURCE OI	F FUNDS (	(see instructions)		
	AF				
5.	CHECK BO	X IF DISC	LOSURE 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 Shares		
SHA	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 18,793,076 Shares		
OWNED REPO			SOLE DISPOSITIVE POWER 0 Shares		
		10.	SHARED DISPOSITIVE POWER 18,793,076 Shares		
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2%				
14.	TYPE OF REPORTING PERSON (see instructions) IN				

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1.	NAMES OF REPORTING PERSONS.				
	Mohamad H. Makhzoumi				
2.	2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
3. SEC USE ONLY					
0.					
4.	SOURCE OF FUNDS (see instructions)				
	AF				
5.	CHECK BO	X IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6.	CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States				
		7.	SOLE VOTING POWER		
			0 Shares		
		8.	SHARED VOTING POWER		
SH	IBER OF IARES FICIALLY		18,793,076 Shares		
OWNEI	D BY EACH ORTING	9.	SOLE DISPOSITIVE POWER		
PERS	ON WITH		0 Shares		
		10.	SHARED DISPOSITIVE POWER		
			18,793,076 Shares		
11.	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	18,793,076 Shares				
12.	CHECK B	OX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		
13.	PERCENT	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	8.2%				
14.	TYPE OF	REPORTI	NG PERSON (see instructions)		
IN					

1	NAMESOF		NC DEDSONS		
1.					
	Edward T. Mathers				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) (b) (b)				
3.	SEC USE ONLY				
4.	SOURCE OF FUNDS (see instructions)				
	AF				
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<ul><li>7.</li><li>8.</li><li>9.</li><li>10.</li></ul>	SOLE VOTING POWER         0 Shares         SHARED VOTING POWER         18,793,076 Shares         SOLE DISPOSITIVE POWER         0 Shares         SHARED DISPOSITIVE POWER         18,793,076 Shares		
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2%				
14.	TYPE OF REPORTING PERSON (see instructions) IN				

1	NAMES OF		NC DEDSONS			
1.	NAMES OF REPORTING PERSONS.					
	Scott D. Sandell					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) (b) (b)					
3.	SEC USE ONLY					
4.						
	AF					
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6.	CITIZENSHIP OR PLACE OF ORGANIZATION					
	United States					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.         8.         9.         10.	SOLE VOTING POWER0 SharesSHARED VOTING POWER18,793,076 SharesSOLE DISPOSITIVE POWER0 SharesSHARED DISPOSITIVE POWER18,793,076 Shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
	8.2%					
14.	TYPE OF	REPORTIN	NG PERSON (see instructions)			
	IN					

1	NAMES OF REPORTING PERSONS.				
1.	Paul Walker				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
3.	SEC USE ONLY				
4. SOURCE OF FUNDS (see instructions)					
	AF				
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States				
NUMBER OF		7.       8.	SOLE VOTING POWER 0 Shares SHARED VOTING POWER		
SH/ BENEF	ARES ICIALLY		18,793,076 Shares		
REPO	BY EACH ORTING ON WITH	9.	SOLE DISPOSITIVE POWER 0 Shares		
			SHARED DISPOSITIVE POWER		
		10.	18,793,076 Shares		
11.	11.       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         18,793,076 Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.	PERCENT	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	8.2%				
14.	TYPE OF	REPORTIN	IG PERSON (see instructions)		
	IN				
L	1				

1. NAMES OF REPORTING PERSONS.					
1.	Rick Yang				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) (b) (b)				
3.	SEC USE ONLY				
4.	SOURCE OF FUNDS (see instructions) AF				
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.         8.         9.         10.	SOLE VOTING POWER         0 Shares         SHARED VOTING POWER         18,793,076 Shares         SOLE DISPOSITIVE POWER         0 Shares         SHARED DISPOSITIVE POWER         18,793,076 Shares		
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,793,076 Shares				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2%				
14.	TYPE OF REPORTING PERSON (see instructions) IN				

#### Schedule 13D

#### Item 1. Security and Issuer.

This Schedule 13D relates to the common stock, \$.0001 par value (the "Common Stock") of Gossamer Bio, Inc. (the "Issuer") having its principal executive office at 3013 Science Park Road, San Diego, California 92121.

#### Item 2. Identity and Background.

This statement is being filed by:

(a) Growth Equity Opportunities 18 VGE, LLC ("GEO");

(b) NEA 18 Venture Growth Equity, L.P. ("NEA 18 VGE"), which is the sole member of GEO; NEA Partners 18 VGE, L.P. ("NEA Partners 18 VGE"), which is the sole general partner of NEA 18 VGE; and NEA 18 VGE GP, LLC ("NEA 18 VGE LLC" and, together with NEA Partners 18 VGE, the "Control Entities"), which is the sole general partner of NEA Partners 18 VGE; and

(c) Ali Behbahani ("Behbahani"), Carmen Chang ("Chang"), Anthony A. Florence, Jr. ("Florence"), Mohamad H. Makhzoumi ("Makhzoumi"), Edward T. Mathers ("Mathers"), Scott D. Sandell ("Sandell"), Paul Walker ("Walker") and Rick Yang ("Yang") (together, the "Managers"). The Managers are the managers of NEA 18 VGE LLC.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of GEO, NEA 18 VGE, each Control Entity and Sandell is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Behbahani and Mathers is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Chang, Makhzoumi, Walker and Yang is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence is New Enterprise Associates, 104 5<sup>th</sup> Avenue, 19<sup>th</sup> Floor, New York, NY 10001.

The principal business of GEO and NEA 18 VGE is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 18 VGE is to act as the sole general partner of NEA 18 VGE. The principal business of NEA 18 VGE LLC is to act as the sole general partner of NEA Partners 18 VGE. The principal business of each of the Managers is to manage the Control Entities, GEO and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in 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.

GEO and NEA 18 VGE LLC are limited liability companies organized under the laws of the State of Delaware. NEA 18 VGE and NEA Partners 18 VGE are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

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

On July 19, 2023, the Issuer entered into a securities purchase agreement (the "Purchase Agreement") with several purchasers, including GEO, pursuant to which the Issuer agreed to issue and sell to the investors in a private placement (the "2023 Private Placement") (i) an aggregate of 129,869,440 shares of Common Stock and (ii) accompanying warrants to purchase an aggregate of 32,467,360 shares of Common Stock (the "Warrants"). On July 24, 2023, the 2023 Private Placement closed. In connection with this closing, GEO purchased (i) 12,260,536 shares of Common Stock at a purchase price of \$1.63125 per share; and (ii) Warrants to purchase 3,065,134 shares of Common Stock (the "GEO Warrant Shares"), each Warrant having an exercise price of \$2.04 per share of Common Stock. The exercise prices of the GEO Warrants are subject to certain adjustments per the Form of Warrant. The GEO Warrants are exercisable at the option of GEO at any time after their issuance; provided, that the GEO Pre-Funded Warrants carry a limitation on exercise preventing GEO from exercise if such exercise results in GEO beneficially owning in excess of 9.99% of the number of shares of the Issuer's Common Stock, which percentage can be increased or decreased at the option of GEO upon 61 days prior notice however not to exceed 19.99% (the "Warrant Beneficial Ownership Limitation").

Prior to the closing of the 2023 Private Placement, GEO purchased 3,467,406 shares of Common Stock from the Issuer pursuant to a securities purchase agreement, dated July 12, 2022, whereby the Issuer agreed to issue and sell Common Stock to GEO and several other purchasers in a private placement (the "2022 Private Placement") for a purchase price of \$7.21 per share of Common Stock. Including the shares of Common Stock purchased in the 2023 Private Placement, GEO now owns a total of 15,727,942 shares of the Issuer's Common Stock (the "GEO Common Stock Shares") and a right, upon exercise of the GEO Warrants and taking into account the Warrant Beneficial Ownership Limitation, to purchase up to 3,065,134 shares of the Issuer's Common Stock (the "GEO Shares").

The working capital of GEO is the source of the funds for the purchase of the GEO Shares. No part of the purchase price of the GEO Shares is represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the GEO Shares.

#### Item 4. Purpose of Transaction.

GEO agreed to acquire the GEO Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, GEO and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

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

(a) GEO is the record owner of the GEO Shares. As the sole member of GEO, NEA 18 VGE may be deemed to own beneficially the GEO Shares. As the general partner of NEA 18 VGE, NEA Partners 18 VGE may be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 18 VGE, NEA 18 VGE LLC may be deemed to own beneficially the GEO Shares. As members of NEA 18 VGE LLC, each of the Managers may be deemed to own beneficially the GEO Shares.

Each Reporting Person disclaims beneficial ownership of the GEO Shares other than those shares which such person owns of record.

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 228,378,669 shares of Common Stock, which includes: the sum of (i) 95,444,095 shares of Common Stock reported by the Issuer to be outstanding as of May 4, 2023 on the Issuer's Form 10-Q, filed with the Securities and Exchange Commission (the "SEC") on May 9, 2023, (ii) 129,869,440 shares of Common Stock reported to be sold by the Issuer in connection with the Private Placement on the Issuer's Form 8-K, filed with the SEC on July 20, 2023 and (iii) the Exercisable Shares.

- (b) Regarding the number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: See line 7 of cover sheets
  - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
  - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets
  - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Common Stock beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

#### Item 7. Material to Be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 28<sup>th</sup> day of July, 2023.

## GROWTH EQUITY OPPORTUNITIES 18 VGE, LLC

- By: NEA 18 VENTURE GROWTH EQUITY, L.P. Sole Member
  - By: NEA PARTNERS 18 VGE, L.P. General Partner
    - By: NEA 18 VGE GP, LLC General Partner

\*

By:

Scott D. Sandell Chief Executive Officer

## NEA 18 VENTURE GROWTH EQUITY, L.P.

- By: NEA PARTNERS 18 VGE, L.P. General Partner
  - By: NEA 18 VGE GP, LLC General Partner

\*

By:

Scott D. Sandell Chief Executive Officer

### NEA PARTNERS 18 VGE, L.P.

By: NEA 18 VGE GP, LLC General Partner

By:

Scott D. Sandell Chief Executive Officer

#### NEA 18 VGE GP, LLC

\*

By: \_\_\_\_\_

Scott D. Sandell Chief Executive Officer

13D

\* Ali Behbahani

\*

Carmen Chang

\* Anthony A. Florence, Jr.

\* Mohamad H. Makhzoumi

\* Edward T. Mathers

\* Scott D. Sandell

\* Paul Walker

\*

Rick Yang

<u>\*/s/ Louis S. Citron</u> Louis S. Citron As attorney-in-fact

This Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

## EXHIBIT 1

#### AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Gossamer Bio, Inc.

EXECUTED this 28<sup>th</sup> day of July, 2023.

GROWTH EQUITY OPPORTUNITIES 18 VGE, LLC

- By: NEA 18 VENTURE GROWTH EQUITY, L.P. Sole Member
  - By: NEA PARTNERS 18 VGE, L.P. General Partner
    - By: NEA 18 VGE GP, LLC General Partner

By: <u>\*</u>

Scott D. Sandell Chief Executive Officer

#### NEA 18 VENTURE GROWTH EQUITY, L.P.

- By: NEA PARTNERS 18 VGE, L.P. General Partner
  - By: NEA 18 VGE GP, LLC General Partner

\*

By: \_\_\_\_

Scott D. Sandell Chief Executive Officer

#### NEA PARTNERS 18 VGE, L.P.

By: NEA 18 VGE GP, LLC General Partner

By:

Scott D. Sandell Chief Executive Officer

#### NEA 18 VGE GP, LLC

\*

\*

By:

Scott D. Sandell Chief Executive Officer Ali Behbahani

\*

\* Carmen Chang

\* Anthony A. Florence, Jr.

\* Mohamad H. Makhzoumi

\* Edward T. Mathers

\* Scott D. Sandell

\* Paul Walker

\* Rick Yang

> <u>\*/s/ Louis S. Citron</u> Louis S. Citron As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

## EXHIBIT 2

#### **POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

<u>/s/ M. James Barrett</u> M. James Barrett

<u>/s/ Peter J. Barris</u> Peter J. Barris

<u>/s/ Forest Baskett</u> Forest Baskett

<u>/s/ Ali Behbahani</u> Ali Behbahani

<u>/s/ Colin Bryant</u> Colin Bryant

<u>/s/ Carmen Chang</u> Carmen Chang

<u>/s/ Anthony A. Florence, Jr.</u> Anthony A. Florence, Jr.

<u>/s/ Carol G. Gallagher</u> Carol G. Gallagher

<u>/s/ Dayna Grayson</u> Dayna Grayson

<u>/s/ Patrick J. Kerins</u> Patrick J. Kerins

<u>/s/ P. Justin Klein</u> P. Justin Klein <u>/s/ Vanessa Larco</u> Vanessa Larco

<u>/s/ Joshua Makower</u> Joshua Makower

<u>/s/ Mohamad H. Makhzoumi</u> Mohamad H. Makhzoumi

<u>/s/ Edward T. Mathers</u> Edward T. Mathers

/s/ David M. Mott David M. Mott

<u>/s/ Sara M. Nayeem</u> Sara M. Nayeem

<u>/s/ Jason R. Nunn</u> Jason R. Nunn

<u>/s/ Gregory Papadopoulos</u> Gregory Papadopoulos

<u>/s/ Chetan Puttagunta</u> Chetan Puttagunta

<u>/s/ Jon Sakoda</u> Jon Sakoda

<u>/s/ Scott D. Sandell</u> Scott D. Sandell

/s/ A. Brooke Seawell A. Brooke Seawell

<u>/s/ Peter W. Sonsini</u> Peter W. Sonsini

<u>/s/ Melissa Taunton</u> Melissa Taunton

<u>/s/ Frank M. Torti</u> Frank M. Torti

<u>/s/ Ravi Viswanathan</u> Ravi Viswanathan

<u>/s/ Paul E. Walker</u> Paul E. Walker

<u>/s/ Rick Yang</u> Rick Yang