

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2 (b)  
(Amendment No. \_\_\_\_\_)\*

CG Oncology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

156944100

(CUSIP Number)

January 24, 2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*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).

(Continued on following pages)

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Exhibit Index on Page 12



1	NAME OF REPORTING PERSONS Foresite Capital Management V, LLC ("FCM V")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 692,550 shares, all of which are directly owned by FCF V. FCM V, the general partner of FCF V, may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM V, may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 692,550 shares, all of which are directly owned by FCF V. FCM VI, the general partner of FCF V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM V, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	692,550
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	1.1% <sup>2</sup>
12	TYPE OF REPORTING PERSON	OO

<sup>2</sup> This percentage is calculated based upon 63,482,511 shares of Common Stock outstanding of CG Oncology, Inc. (the "Issuer"), as set forth in the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on January 25, 2024.

1	NAME OF REPORTING PERSONS Foresite Capital Opportunity Fund V, L.P. ("FCF Opp V")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 857,550 shares, except that Foresite Capital Opportunity Management V, LLC ("FCM Opp V"), the general partner of FCF Opp V, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM Opp V, may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 857,550 shares, except that FCM Opp V, the general partner of FCF Opp V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	857,550
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	1.4% <sup>3</sup>
12	TYPE OF REPORTING PERSON	PN

<sup>3</sup> This percentage is calculated based upon 63,482,511 shares of Common Stock outstanding of CG Oncology, Inc. (the "Issuer"), as set forth in the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on January 25, 2024.

1	NAME OF REPORTING PERSONS Foresite Capital Opportunity Management V, LLC ("FCM Opp V")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 857,550 shares, all of which are directly owned by FCF Opp V. FCM Opp V, the general partner of FCF Opp V, may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 857,550 shares, all of which are directly owned by FCF Opp V. FCM Opp V, the general partner of FCF Opp V, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM Opp V, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	857,550
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	1.4% <sup>4</sup>
12	TYPE OF REPORTING PERSON	OO

<sup>4</sup> This percentage is calculated based upon 63,482,511 shares of Common Stock outstanding of CG Oncology, Inc. (the "Issuer"), as set forth in the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on January 25, 2024.

1	NAME OF REPORTING PERSONS      Foresite Capital Fund VI, L.P. ("FCF VI")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP      (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,045,103 shares, except that Foresite Capital Management VI, LLC ("FCM VI"), the general partner of FCF VI, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM VI, may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 2,045,103 shares, except that FCM VI, the general partner of FCF VI, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,045,103
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.2% <sup>5</sup>
12	TYPE OF REPORTING PERSON	PN

<sup>5</sup> This percentage is calculated based upon 63,482,511 shares of Common Stock outstanding of CG Oncology, Inc. (the "Issuer"), as set forth in the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on January 25, 2024.

1	NAME OF REPORTING PERSONS Foresite Capital Management VI, LLC ("FCM VI")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,045,103 shares, all of which are directly owned by FCF VI. FCM VI, the general partner of FCF VI, may be deemed to have sole power to vote these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 2,045,103 shares, all of which are directly owned by FCF VI. FCM VI, the general partner of FCF VI, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM VI, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,045,103
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.2% <sup>6</sup>
12	TYPE OF REPORTING PERSON	OO

<sup>6</sup> This percentage is calculated based upon 63,482,511 shares of Common Stock outstanding of CG Oncology, Inc. (the "Issuer"), as set forth in the Issuer's Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on January 25, 2024.

1	NAME OF REPORTING PERSONS James Tananbaum (“Tananbaum”)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 3,595,203 shares, of which 692,550 shares are directly owned by FCF V, 857,550 shares are directly owned by FCF Opp V and 2,045,103 shares are directly owned by FCF VI. Tananbaum is the managing member of each of FCM V, which is the general partner of FCF V, FCM Opp V, which is the general partner of FCF Opp V and FCM VI, which is the general partner of FCF VI. Tananbaum may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 3,595,203 shares, of which 692,550 shares are directly owned by FCF V, 857,550 shares are directly owned by FCF Opp V and 2,045,103 shares are directly owned by FCF VI. Tananbaum is the managing member of each of FCM V, which is the general partner of FCF V, FCM Opp V, which is the general partner of FCF Opp V and FCM VI, which is the general partner of FCF VI. Tananbaum may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,595,203
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	5.7% <sup>7</sup>
12	TYPE OF REPORTING PERSON	IN

<sup>7</sup> This percentage is calculated based upon 63,482,511 shares of Common Stock outstanding of CG Oncology, Inc. (the “Issuer”), as set forth in the Issuer’s Rule 424(b)(4) Prospectus filed with the Securities and Exchange Commission on January 25, 2024.



ITEM 1(A). NAME OF ISSUER  
CG Oncology, Inc. (the "Issuer")

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

400 Spectrum Center Drive, Suite 2040  
Irvine, CA 92618

ITEM 2(A). NAME OF PERSONS FILING

This Schedule is filed by Foresite Capital Fund V, L.P., a Delaware limited partnership ("FCF V"), Foresite Capital Management V, LLC, a Delaware limited liability company ("FCM V"), Foresite Capital Opportunity Fund V, L.P., a Delaware limited partnership ("FCF Opp V"), Foresite Capital Opportunity Management V, LLC, a Delaware limited liability company ("FCM Opp V"), Foresite Capital Fund VI, L.P., a Delaware limited partnership ("FCF VI"), Foresite Capital Management VI, LLC, a Delaware limited liability company ("FCM VI") and James Tananbaum. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Foresite Capital Management  
900 Larkspur Landing Circle, Suite 150  
Larkspur, CA 94939

ITEM 2(C). CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.0001

ITEM 2(E). CUSIP NUMBER

156944100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Statement is provided as of January 25, 2024:

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- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
  - (ii) Shared power to vote or to direct the vote:  
See Row 6 of cover page for each Reporting Person.
  - (iii) Sole power to dispose or to direct the disposition of:  
See Row 7 of cover page for each Reporting Person.
  - (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of FCF V, FCF Opp V and FCF VI and the limited liability company agreements of FCM V, FCM Opp V and FCM VI, the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer directly or indirectly owned by each such entity of which they are a partner or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

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ITEM 10. CERTIFICATION.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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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: February 5, 2024

FORESITE CAPITAL FUND V, L.P.

By: FORESITE CAPITAL MANAGEMENT V, LLC  
Its: General Partner

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL MANAGEMENT V, LLC

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL OPPORTUNITY FUND V, L.P.

By: FORESITE CAPITAL OPPORTUNITY MANAGEMENT V, LLC  
Its: General Partner

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL OPPORTUNITY MANAGEMENT V, LLC

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL FUND VI, L.P.

By: FORESITE CAPITAL MANAGEMENT VI, LLC  
Its: General Partner

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL MANAGEMENT VI, LLC

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum  
Name: James Tananbaum

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EXHIBIT INDEX

Exhibit

Found on  
Sequentially  
Numbered Page

Exhibit A: Agreement of Joint Filing

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EXHIBIT AAgreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 5, 2024

FORESITE CAPITAL FUND V, L.P.

By: FORESITE CAPITAL MANAGEMENT V, LLC  
Its: General Partner

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL MANAGEMENT V, LLC

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL OPPORTUNITY FUND V, L.P.

By: FORESITE CAPITAL OPPORTUNITY MANAGEMENT V, LLC  
Its: General Partner

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL OPPORTUNITY MANAGEMENT V, LLC

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL FUND VI, L.P.

By: FORESITE CAPITAL MANAGEMENT VI, LLC  
Its: General Partner

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

FORESITE CAPITAL MANAGEMENT VI, LLC

By: /s/ James Tananbaum  
Name: James Tananbaum  
Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum  
Name: James Tananbaum

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