

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

SCHEDULE 13G/A

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

Instil Bio, Inc.

(Name of Issuer)

Common stock, par value \$ 0.000001 per share

(Title of Class of Securities)

45783C200

(CUSIP Number)

September 30, 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 the 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).

CUSIP No. 45783C200		
1	NAMES OF REPORTING PERSONS Vivo Capital IX, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (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 585,485 ⁽¹⁾
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 585,485 ⁽¹⁾
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 585,485 ⁽¹⁾	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.0% ⁽²⁾	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

(1) The shares of common stock, par value \$0.000001 per share (the "Common Stock") of Instil Bio, Inc. (the "Issuer") are held of record by Vivo Capital Fund IX, L.P. as of October 31, 2024. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P.

(2) Based on 6,503,913 shares of Common Stock issued and outstanding as of August 9, 2024, as disclosed in the Issuer's Quarterly Report on 10-Q, filed with the Securities and Exchange Commission (the "SEC") on August 13, 2024.

CUSIP No. 45783C200		
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
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12	TYPE OF REPORTING PERSON (See Instructions) PN	

(1) The shares of Common Stock of the Issuer are held of record by Vivo Capital Fund IX, L.P. as of October 31, 2024. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P.

(2) Based on 6,503,913 shares of Common Stock issued and outstanding as of August 9, 2024, as disclosed in the Issuer's Quarterly Report on 10-Q, filed with the SEC on August 13, 2024.

ITEM 1. (a) NAME OF ISSUER:

Instil Bio, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3963 Maple Avenue, Suite 350

Dallas, Texas 75219

ITEM 2. (a) NAME OF PERSON FILING:

Vivo Capital IX, LLC

Vivo Capital Fund IX, L.P.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

192 Lytton Avenue, Palo Alto, CA 94301

(c) CITIZENSHIP:

Vivo Capital IX, LLC, a Delaware limited liability company. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P.

Vivo Capital Fund IX, L.P., a Delaware limited partnership

(d) TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.000001 per share

(e) CUSIP NUMBER:

45783C200

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b), OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(j), please specify the type of institution: _____

Not Applicable.

ITEM 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

All securities are held of record by Vivo Capital Fund IX, L.P. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P.

(b) PERCENT OF CLASS:

9.0%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) Sole power to vote or to direct the vote:

585,485 shares

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

585,485 shares

(iv) Shared power to dispose of or to direct the disposition of: 0

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.

Not Applicable.

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

Not Applicable.

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

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

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 §240.14a11.

SIGNATURE

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.

Vivo Capital IX, LLC

November 14, 2024

(Date)

/s/ Frank Kung

(Signature)

Managing Member

(Title)

Vivo Capital Fund IX, L.P.

By: Vivo Capital IX, LLC, its General Partner

November 14, 2024

(Date)

/s/ Frank Kung

(Signature)

Managing Member

EXHIBIT INDEX

Exhibit

99.1 [Joint Filing Statement](#)

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Vivo Capital IX, LLCNovember 14, 2024

(Date)

/s/ Frank Kung

(Signature)

Managing Member

(Title)

Vivo Capital Fund IX, L.P.**By: Vivo Capital IX, LLC, its General Partner**November 14, 2024

(Date)

/s/ Frank Kung

(Signature)

Managing Member

(Title)