SEC Form 3 FORM 3

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UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address ORBIMED AI		Requiri	of Event ng Statement /Day/Year) /2024	3. Issuer Name and Ticker or Trading Symbol <u>Traws Pharma, Inc.</u> [TRAW]							
(Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR		Н		4. Relationship of Rep Issuer (Check all applicable) Director Officer (give	Person(s) to 10% Owner Other (specify		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 				
(Street) NEW YORK NY	10022			title below)		below)		X	Form filed Person	by One Reporting by More than One	
(City) (State) (Zip)										
		Table I - N	lon-Deriva	tive Securities Ber		-	1				
1. Title of Security (Instr. 4)				2. Amount of Securitie Beneficially Owned (In 4)	Amount of Securities neficially Owned (Instr. 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock				885,532(1)			[By OrbiMed Private Investments VIII, LP ⁽²⁾⁽³⁾		
	(4			ve Securities Benef ants, options, conv)			
1. Title of Derivative	2. Date Exerce Expiration D (Month/Day/	ate	3. Title and Amount of Securi Underlying Derivative Securit 4)				cise Form:		6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		tive	or Indirect (I) (Instr. 5)	5)		
Series C Preferred Stock		(4)	(4)	Common Stock	25,8	25,843,663			Ι	By OrbiMed Private Investments VIII, LP ⁽²⁾⁽³⁾	
1. Name and Address <u>ORBIMED AI</u>					,		,		<u>,</u>		
(Last) (601 LEXINGTON	,	(Middle) H FLOOR									
(Street) NEW YORK	NY	10022									
(City) (State)	(Zip)									
1. Name and Address OrbiMed Capit											
(Last) (601 LEXINGTON		(Middle) H FLOOR									
(Street) NEW YORK	NY	10022									

(City) (State) (Zip)	
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Explanation of Responses:

1. Received in exchange for shares of common stock of Trawsfynydd Therapeutics, Inc. ("Trawsfynydd") in connection with the acquisition (the "Merger") by Traws Pharma, Inc. (f/k/a Onconova Therapeutics, Inc., the "Company") of Trawsfynydd in accordance with the terms of an Agreement and Plan of Merger, dated April 1, 2024 (the "Merger Agreement"), by and among the Company, Traws Merger Sub I, Inc., Traws Merger Sub II, LLC and Trawsfynydd. Upon consummation of the Merger, all of the outstanding shares Trawsfynydd common stock were converted into shares of common stock of the Company, par value \$0.01 per share ("Common Stock"), on a 1:20.1291 basis pursuant to the terms of the Merger Agreement.

2. These shares are held of record by OrbiMed Private Investments VIII, LP ("OPI VIII"). OrbiMed Capital GP VIII LLC ("GP VIII"), is the general partner of OPI VIII. OrbiMed Advisors LLC ("OrbiMed Advisors"), is the managing member of GP VIII. By virtue of such relationships, OrbiMed Advisors and GP VIII may be deemed to have voting power and investment power over the securities held by OPI VIII and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OPI VIII.

3. Each of OrbiMed Advisors and GP VIII disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that any such person or entity, including any of the reporting persons, is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

4. Following stockholder approval of the conversion of the Series C Preferred Stock into shares of Common Stock, each share of Series C Preferred Stock will automatically convert into 10,000 shares of Common Stock, subject to certain limitations.

 /s/ ORBIMED

 ADVISORS LLC, By:

 Douglas Coon, Chief

 Compliance Officer

 /s/ ORBIMED CAPITAL

 GP VIII LLC, By: Douglas

 Coon, Chief Compliance

 Officer

 ** 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 5 (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.