

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



**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**Principia Biopharma Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**74257L108**

(CUSIP Number)

**December 31, 2019**

(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 in 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. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Global Healthcare Master Fund, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Cayman Islands

5 Sole Voting Power

0 shares

6 Shared Voting Power

935,614 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

935,614 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

935,614 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

2.85%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

PN (Partnership)

CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Global Healthcare GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

935,614 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

935,614 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

935,614 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

2.85%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Private Healthcare Fund I, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

450,429 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

450,429 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

450,429 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

1.37%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

PN (Partnership)

CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Private Healthcare GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

450,429 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

450,429 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

450,429 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

1.37%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Private Healthcare Fund II, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

540,493 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

540,493 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

540,493 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

1.65%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

PN (Partnership)

CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Private Healthcare GP II, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

540,493 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

540,493 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

540,493 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

1.65%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Asset Management, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware

5 Sole Voting Power

0 shares

6 Shared Voting Power

1,990,922 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

1,990,922 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,990,922 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

6.07%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

PN (Partnership)



CUSIP NO. 74257L108

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Bihua Chen

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

United States

5 Sole Voting Power

0 shares

6 Shared Voting Power

1,990,922 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

1,990,922 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,990,922 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11 Percent of Class Represented by Amount in Row (9)\*

6.07%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

IN (Individual)

CUSIP NO. 74257L108

**Item 1.**

- (a) Name of Issuer  
Principia Biopharma Inc.
- (b) Address of Issuer's Principal Executive Offices  
200 East Grand Avenue, South San Francisco, CA 94080

**Item 2.**

- (a) Name of Person Filing  
Cormorant Global Healthcare Master Fund, LP  
Cormorant Global Healthcare GP, LLC  
Cormorant Private Healthcare Fund I, LP  
Cormorant Private Healthcare GP, LLC  
Cormorant Private Healthcare Fund II, LP  
Cormorant Private Healthcare GP II, LLC  
Cormorant Asset Management, LP  
Bihua Chen
  - (b) Address of Principal Business Office or, if none, Residence  
200 Clarendon Street, 52nd Floor  
Boston, MA 02116
  - (c) Citizenship  
Cormorant Global Healthcare Master Fund, LP - Cayman Islands  
Cormorant Global Healthcare GP, LLC - Delaware  
Cormorant Private Healthcare Fund I, LP - Delaware  
Cormorant Private Healthcare GP, LLC - Delaware  
Cormorant Private Healthcare Fund II, LP - Delaware  
Cormorant Private Healthcare GP II, LLC - Delaware  
Cormorant Asset Management, LP - Delaware  
Bihua Chen - United States
  - (d) Title of Class of Securities  
Common Stock
  - (e) CUSIP Number  
74257L108
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**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 (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (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 (15 U.S.C. 80a-8).
- (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 associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (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).

**Item 4. Ownership\*\*\***

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned\*\*\*

Cormorant Global Healthcare Master Fund, LP – 935,614 shares  
Cormorant Global Healthcare GP, LLC – 935,614 shares  
Cormorant Private Healthcare Fund I, LP – 450,429 shares  
Cormorant Private Healthcare GP, LLC – 450,429 shares  
Cormorant Private Healthcare Fund II, LP – 540,493 shares  
Cormorant Private Healthcare GP II, LLC – 540,493 shares  
Cormorant Asset Management, LP – 1,990,922 shares  
Bihua Chen – 1,990,922 shares

(b) Percent of Class

Cormorant Global Healthcare Master Fund, LP – 2.85%  
Cormorant Global Healthcare GP, LLC – 2.85%  
Cormorant Private Healthcare Fund I, LP – 1.37%  
Cormorant Private Healthcare GP, LLC – 1.37%  
Cormorant Private Healthcare Fund II, LP – 1.65%  
Cormorant Private Healthcare GP II, LLC – 1.65%  
Cormorant Asset Management, LP – 6.07%  
Bihua Chen – 6.07%

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CUSIP NO. 74257L108

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP – 0 shares  
Cormorant Global Healthcare GP, LLC – 0 shares  
Cormorant Private Healthcare Fund I, LP – 0 shares  
Cormorant Private Healthcare GP, LLC – 0 shares  
Cormorant Private Healthcare Fund II, LP – 0 shares  
Cormorant Private Healthcare GP II, LLC – 0 shares  
Cormorant Asset Management, LP – 0 shares  
Bihua Chen – 0 shares

(ii) shared power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP – 935,614 shares  
Cormorant Global Healthcare GP, LLC – 935,614 shares  
Cormorant Private Healthcare Fund I, LP – 450,429 shares  
Cormorant Private Healthcare GP, LLC – 450,429 shares  
Cormorant Private Healthcare Fund II, LP – 540,493 shares  
Cormorant Private Healthcare GP II, LLC – 540,493 shares  
Cormorant Asset Management, LP – 1,990,922 shares  
Bihua Chen – 1,990,922 shares

(iii) sole power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP – 0 shares  
Cormorant Global Healthcare GP, LLC – 0 shares  
Cormorant Private Healthcare Fund I, LP – 0 shares  
Cormorant Private Healthcare GP, LLC – 0 shares  
Cormorant Private Healthcare Fund II, LP – 0 shares  
Cormorant Private Healthcare GP II, LLC – 0 shares  
Cormorant Asset Management, LP – 0 shares  
Bihua Chen – 0 shares

(iv) shared power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP – 935,614 shares  
Cormorant Global Healthcare GP, LLC – 935,614 shares  
Cormorant Private Healthcare Fund I, LP – 450,429 shares  
Cormorant Private Healthcare GP, LLC – 450,429 shares  
Cormorant Private Healthcare Fund II, LP – 540,493 shares  
Cormorant Private Healthcare GP II, LLC – 540,493 shares  
Cormorant Asset Management, LP – 1,990,922 shares  
Bihua Chen – 1,990,922 shares

\*\*\* Shares reported herein for Cormorant Asset Management, LP represent shares which are beneficially owned by Cormorant Global Healthcare Master Fund, LP (the "Master Fund"), Cormorant Private Healthcare Fund I, LP ("Fund I") and Cormorant Private Healthcare Fund II, LP ("Fund II"), as reported herein, and a managed account (the "Account"). Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP, LLC and Cormorant Private Healthcare GP II, LLC serve as the general partners of the Master Fund, Fund I and Fund II, respectively. Cormorant Asset Management, LP serves as the investment manager to the Master Fund, Fund I, Fund II and the Account. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP, LLC, Cormorant Private Healthcare GP II, LLC and the general partner of Cormorant Asset Management, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

The percentages reported herein are calculated based upon there being 32,786,610 shares of Common Stock issued and outstanding as of October 31, 2019, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2019 filed with the Securities and Exchange Commission on November 5, 2019.

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**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**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**

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. 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.

**Exhibits**

- 1 Joint Filing Agreement by and among the Reporting Persons, incorporated by reference to Exhibit 1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on September 24, 2018.
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CUSIP NO. 74257L108

**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.

February 14, 2020

CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP  
By: Cormorant Global Healthcare GP, LLC  
its General Partner

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT GLOBAL HEALTHCARE GP, LLC

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE FUND I, LP  
By: Cormorant Private Healthcare GP, LLC  
its General Partner

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE GP, LLC

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE FUND II, LP  
By: Cormorant Private Healthcare GP II, LLC  
its General Partner

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT PRIVATE HEALTHCARE GP II, LLC

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT ASSET MANAGEMENT, LP  
By: Cormorant Asset Management GP, LLC  
its General Partner

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

/s/ Bihua Chen  
Bihua Chen