

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>WOOTEN RONALD J</u> <hr/> (Last) (First) (Middle) <u>C/O ACERAGEN, INC.</u> <u>505 EAGLEVIEW BLVD.</u> <hr/> (Street) <u>EXTON PA 19341</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Aceragen, Inc. [ ACGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$460	01/17/2023		C		14,115	09/28/2022	03/23/2031	Series Z Preferred Stock	14,115	(1)(2)	0	I(3)	NovaQuest Co-Investment Fund XV, L.P.	
Warrants	\$7.82	01/17/2023		C		830,294	01/17/2023	03/23/2031	Common Stock	830,294	(1)(2)	830,294	I(3)	NovaQuest Co-Investment Fund XV, L.P.	

**Explanation of Responses:**

1. On September 28, 2022, Issuer completed its merger ("Merger") with Aceragen, Inc. ("Aceragen"), in accordance with the terms of that certain Agreement and Plan of Merger, dated September 28, 2022 (the "Merger Agreement"). Pursuant to the Merger Agreement, NovaQuest Co-Investment Fund XV, L.P. ("NovaQuest") received warrants to purchase (i) 1,343,547 shares of Issuer Common Stock and (ii) 14,115 shares of Issuer non-voting, convertible Series Z Preferred Stock ("Series Z Preferred Stock").

2. On January 12, 2023, Issuer's stockholders approved the conversion of Issuer Series Z Preferred Stock into shares of Issuer Common Stock. Each share of Issuer Series Z Preferred Stock was to be converted into 1,000 shares of Issuer Common Stock, subject to certain limitations, on January 17, 2023. The shares reported on this Form 4 have been adjusted to reflect the Issuer's 1-for-17 reverse stock split of its common stock, effective January 17, 2023.

3. The Reporting Person is a member of the investment committee of NQ POF V GP, Ltd. ("NovaQuest GP"), which is the general partner of NovaQuest Co-Investment Fund XV, L.P. ("NovaQuest"). NovaQuest GP has the power to vote and dispose of any securities directly owned by NovaQuest. NovaQuest GP's investment committee makes voting and investment decisions regarding securities held by NovaQuest. The Reporting Person disclaims beneficial ownership of any securities held by NovaQuest except to the extent of its pecuniary interest therein.

/s/ Ronald J. Wooten

01/19/2023

\*\* 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 4 (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.