

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

SCHEDULE 13D

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

Aadi Bioscience, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

00032Q104

(CUSIP Number)

**Scott R. Smith
Acuta Capital Partners, LLC
1301 Shoreway Road, Suite 340
Belmont, CA 94002**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 26, 2021

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 140.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1. Names of Reporting Persons.

Acuta Capital Partners, LLC

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

- (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

0

8. Shared Voting Power

1,529,402

9. Sole Dispositive Power

0

10. Shared Dispositive Power

1,529,402

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,529,402

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.2%

14. Type of Reporting Person (See Instructions)

IA, OO

1. Names of Reporting Persons.

Anupam Dalal

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

18,679

8. Shared Voting Power

1,529,402

9. Sole Dispositive Power

18,679

10. Shared Dispositive Power

1,529,402

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,548,081

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.3%

14. Type of Reporting Person (See Instructions)

IN, HC

1. Names of Reporting Persons.

Acuta Capital Fund, LP

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

0

8. Shared Voting Power

1,284,698

9. Sole Dispositive Power

0

10. Shared Dispositive Power

1,284,698

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,284,698

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

6.0%

14. Type of Reporting Person (See Instructions)

PN

Item 1. Security and Issuer

This statement relates to shares of Common Stock, \$0.0001 par value (the “Stock”), of **Aadi Bioscience, Inc.** (the “Issuer”). The principal executive office of the Issuer is located at **17383 Sunset Boulevard, Suite A250, Pacific Palisades, CA 90272.**

Item 2. Identity and Background

The persons filing this statement and the persons enumerated in Instruction C of Schedule 13D and, where applicable, their respective places of organization, general partners, directors, executive officers and controlling persons, and the information regarding them, are as follows:

- (a) **Acuta Capital Fund, LP (the “Partnership”); Acuta Capital Partners, LLC (“Acuta”) and Anupam Dalal (collectively, the “Filers”).**

The Partnership is filing this statement jointly with the other Filers, but not as a member of a group and it expressly disclaims membership in a group. In addition, filing this Schedule 13D on behalf of the Partnership should not be construed as an admission that it is, and it disclaims that it is, a beneficial owner, as defined in Rule 13d-3 under the Act, of any of the Stock covered by this Schedule 13D.

Each Filer also disclaims beneficial ownership of the Stock except to the extent of that person’s pecuniary interest therein.

- (b) The business address of the Filers is

1301 Shoreway Road, Suite 340, Belmont, CA 94002

- (c) Present principal occupation or employment of the Filers and the name, principal business and address of any corporation or other organization in which such employment is conducted:

Acuta is an investment adviser to the Partnership and Acuta Opportunity Fund, LP (collectively, the “Funds”). Mr. Dalal is the manager and control person of Acuta.

- (d) During the last five years, none of the Filers has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) During the last five years, none of the Filers was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) For citizenship of the Filers, see Item 6 of each Filer’s cover page.

Item 3. Source and Amount of Funds or Other Consideration

The source and amount of funds used in purchasing the Stock were as follows:

Purchaser	Source of Funds	Amount
the Funds	Working Capital	\$19,999,989.96¹

¹ Includes \$19,799,995.75 paid by the Partnership.

Item 4. Purpose of Transaction

The Filers are filing this Schedule 13D because Mr. Dalal is on the Issuer's board of directors. The Filers acquired the Stock for investment purposes based on their belief that the Stock, when purchased, was undervalued and represented an attractive investment opportunity. The Filers will routinely monitor the Issuer regarding a wide variety of factors that affect their investment considerations, including, current and anticipated future trading prices of the Stock and other securities, the Issuer's operations, assets, prospects, financial position, and business development, Issuer's management, Issuer-related competitive and strategic matters, general economic, financial market and industry conditions, and other investment considerations. Depending on their evaluation of various factors, the Filers may take such actions regarding their holdings of the Issuer's securities as they deem appropriate in light of circumstances existing from time to time. Such actions may include purchasing additional Stock in the open market, through privately negotiated transactions with third parties or otherwise, and selling at any time, in the open market, through privately negotiated transactions with third parties or otherwise, all or part of the Stock that they now own or hereafter acquire. The Filers also may from time to time enter into or unwind hedging or other derivative transactions with respect to the Stock or pledge their interests in the Stock to obtain liquidity. In addition, from time to time the Filers and their representatives and advisers may communicate with other stockholders, industry participants and other interested parties about the Issuer.

The Filers have no present plan or proposal that relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, the Filers may recommend action to the Issuer's management, board of directors and stockholders. Any such actions could involve one or more of the events referred to in clauses (a) through (j) of Item 4 of Schedule 13D, including, potentially, one or more mergers, consolidations, sales or acquisitions of assets, changes in control, issuances, purchases, dispositions or pledges of securities or other changes in capitalization.

Item 5. Interest in Securities of the Issuer

The beneficial ownership of the Stock by each Filer on the date hereof is reflected on that Filer's cover page. The Filers engaged in the following transactions in the Issuer's Stock in the 60 days preceding the date of this Schedule 13D:

On August 26, 2021, the Funds purchased 1,529,402 shares of the Stock from the Issuer for a purchase price of \$13,077 per share in a private transaction pursuant to a Subscription Agreement dated May 16, 2021, between the Issuer and the Funds. The Partnership purchased 1,284,698 of those shares.

On August 26, 2021, the Issuer granted to Mr. Dalal an Initial Award (as defined in the Issuer's Outside Director Compensation Policy and in accordance with the Issuer's 2021 Equity Incentive Plan (the "Plan")) of options to acquire 17,549 shares of the Stock. Subject to the Reporting Person continuing to be a Service Provider (as defined in the Plan) through each applicable date, the Initial Award is scheduled to vest as to one thirty-sixth (1/36th) of the shares of common stock subject to the Initial Award on a monthly basis following the grant date on the same day of the month as the grant date (and if there is no corresponding day, on the last day of the month). The grant date was August 27, 2021.

Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer

Acuta is the investment adviser to its clients pursuant to investment management agreements or limited partnership agreements providing to Acuta the authority, among other things, to invest the funds of such clients in Stock, to vote and dispose of Stock and to file this statement on behalf of such clients. Pursuant to such limited partnership agreements, Acuta is entitled to allocations based on assets under management and realized and unrealized gains. Pursuant to such investment management agreements, Acuta is entitled to fees based on assets under management and realized and unrealized gains.

Subscription Agreements and Registration Rights Agreement

On May 16, 2021, the Issuer entered into Subscription Agreements (the “Subscription Agreements”) with the purchasers named therein, including the Funds (the “PIPE Investors”). On August 26, 2021, pursuant to the Subscription Agreements, the Issuer sold shares of its Common Stock to the PIPE Investors (collectively, the “PIPE Financing”).

In connection with the PIPE Financing, the Issuer entered into a registration rights agreement (the “Registration Rights Agreement”) with the PIPE Investors (including the Funds) which provides the PIPE Investors with certain registration rights that require the Issuer to file a Registration Statement on Form S-3 with the SEC within 30 days after the closing of the PIPE Financing for the purposes of registering the resale of the shares issued to the PIPE Investors. Pursuant to the Registration Rights Agreement, the Issuer will prepare and file a resale registration statement with the SEC within 30 calendar days following the closing of the PIPE Financing (the “Filing Deadline”). The Issuer will use its reasonable best efforts to cause this registration statement to be declared effective by the SEC within 60 calendar days of the closing of the PIPE Financing (or within 90 calendar days if the SEC reviews the registration statement).

The Issuer also agreed, among other things, to indemnify the PIPE Investors (including the Funds), their officers, directors, members, employees and agents, successors and assigns under the registration statement from certain liabilities and pay all fees and expenses (excluding any legal fees of the selling holder(s), and any underwriting discounts and selling commissions) incident to the Issuer’s obligations under the Registration Rights Agreement.

The foregoing summary of the Subscription Agreement and Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the forms of such agreements. See Item 7.

Item 7. Material to Be Filed as Exhibits

- Exhibit A [Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.](#)
- Exhibit B Form of Subscription Agreement (incorporated herein by reference to [Exhibit 10.1](#) to the Current Report on Form 8-K filed by the Issuer on May 17, 2021).
- Exhibit C Registration Rights Agreement (incorporated herein by reference to [Exhibit 10.3](#) to the Current Report on Form 8-K filed by the Issuer on August 27, 2021).

SIGNATURES

After reasonable inquiry and to the best of my knowledge, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 7, 2021

Acuta Capital Partners, LLC

By: /s/ Scott R. Smith
Scott R. Smith, Chief Operating Officer

/s/ Anupam Dalal
Anupam Dalal

Acuta Capital Fund, LP

By: Acuta Capital Partners, LLC
General Partner

By: /s/ Scott R. Smith
Scott R. Smith, Chief Operating Officer

EXHIBIT A

AGREEMENT REGARDING JOINT FILING
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D, Schedule 13G or forms 3, 4 or 5 (and any amendments or supplements thereto) required under section 13(d) or 16(a) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of the securities of any issuer. For that purpose, the undersigned hereby constitute and appoint Acuta Capital Partners, LLC, a Delaware limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Act, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

Dated: September 7, 2021

Acuta Capital Partners, LLC

By: /s/ Scott R. Smith
Scott R. Smith, Chief Operating Officer

/s/ Anupam Dalal
Anupam Dalal

Acuta Capital Fund, LP

By: Acuta Capital Partners, LLC
General Partner

By: /s/ Scott R. Smith
Scott R. Smith, Chief Operating Officer