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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.)\*

**Graphite Bio, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.00001 per share**  
(Title of Class of Securities)

**38870X104**

(CUSIP Number)

**January 24, 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 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).

<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  TANG CAPITAL PARTNERS, LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 3,117,843
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 3,117,843
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,117,843	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.4%	
<b>12</b>	TYPE OF REPORTING PERSON PN	

<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  TANG CAPITAL MANAGEMENT, LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER	0
	<b>6</b>	SHARED VOTING POWER	3,117,843
	<b>7</b>	SOLE DISPOSITIVE POWER	0
	<b>8</b>	SHARED DISPOSITIVE POWER	3,117,843
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,117,843		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  5.4%		
<b>12</b>	TYPE OF REPORTING PERSON  OO		

<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  KEVIN TANG		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  UNITED STATES		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER	0
	<b>6</b>	SHARED VOTING POWER	3,117,843
	<b>7</b>	SOLE DISPOSITIVE POWER	0
	<b>8</b>	SHARED DISPOSITIVE POWER	3,117,843
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,117,843		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  5.4%		
<b>12</b>	TYPE OF REPORTING PERSON  IN		

- Item 1(a).** Name of Issuer:  
Graphite Bio, Inc. (the “Issuer”)
- Item 1(b).** Address of Issuer’s Principal Executive Offices:  
611 Gateway Blvd, Suite 120, South San Francisco, CA 94080
- Item 2(a).** Name of Person Filing:  
This Statement on Schedule 13G (this “Statement”) is filed by Tang Capital Partners, LP (“Tang Capital Partners”); Tang Capital Management, LLC, the general partner of Tang Capital Partners (“Tang Capital Management”); and Kevin Tang, the manager of Tang Capital Management.
- Item 2(b).** Address of Principal Business Office or, if none, Residence:  
4747 Executive Drive, Suite 210, San Diego, CA 92121
- Item 2(c).** Citizenship:  
Tang Capital Partners is a Delaware limited partnership. Tang Capital Management is a Delaware limited liability company. Mr. Tang is a United States citizen.
- Item 2(d).** Title of Class of Securities:  
Common Stock, par value \$0.00001 per share (the “Common Stock”)
- Item 2(e).** CUSIP Number 38870X104
- Item 3. Not applicable.**
- Item 4. Ownership.**
- (a) Amount Beneficially Owned:
- Tang Capital Partners.** Tang Capital Partners beneficially owns 3,117,843 of the Issuer’s Common Stock.  
Tang Capital Partners shares voting and dispositive power over such shares with Tang Capital Management and Kevin Tang.
- Tang Capital Management.** Tang Capital Management beneficially owns 3,117,843 of the Issuer’s Common Stock.  
Tang Capital Management shares voting and dispositive power over such shares with Tang Capital Partners and Kevin Tang.
- Kevin Tang.** Kevin Tang beneficially owns 3,117,843 of the Issuer’s Common Stock.  
Kevin Tang shares voting and dispositive power over such shares with Tang Capital Partners and Tang Capital Management.

The percentages used herein are based on 57,996,481 shares of Common Stock outstanding as of November 9, 2023, as set forth in the Issuer's Quarterly Report filed on Form 10-Q that was filed with the Securities and Exchange Commission on November 13, 2023.

(b) Percent of Class:

Tang Capital Partners	5.4%
Tang Capital Management	5.4%
Kevin Tang	5.4%

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

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

Tang Capital Partners	0 shares
Tang Capital Management	0 shares
Kevin Tang	0 shares

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

Tang Capital Partners	3,117,843 shares
Tang Capital Management	3,117,843 shares
Kevin Tang	3,117,843 shares

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

Tang Capital Partners	0 shares
Tang Capital Management	0 shares
Kevin Tang	0 shares

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

Tang Capital Partners	3,117,843 shares
Tang Capital Management	3,117,843 shares
Kevin Tang	3,117,843 shares

**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.

**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.

Date: February 5, 2024

TANG CAPITAL PARTNERS, LP

By: Tang Capital Management, LLC, its General Partner

By: /s/ Kevin Tang  
Kevin Tang, Manager

TANG CAPITAL MANAGEMENT, LLC

By: /s/ Kevin Tang  
Kevin Tang, Manager

/s/ Kevin Tang  
Kevin Tang



**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.00001 par value per share, of Graphite Bio, Inc. and further agree to the filing of this agreement as an exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 5, 2024

**TANG CAPITAL PARTNERS, LP**

By: Tang Capital Management, LLC  
Its: General Partner

By: /s/ Kevin Tang  
Name: Kevin Tang  
Title: Manager

**TANG CAPITAL MANAGEMENT, LLC**

By: /s/ Kevin Tang  
Name: Kevin Tang  
Title: Manager

/s/ Kevin Tang  
Name: Kevin Tang

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