FORM 4

UNI

ITED STATES SECURITIES AND EXCHANGE COMMISS

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 POON CHRI		RE	suer Name and Ticker <u>GENERON PH</u> <u>C.</u> [REGN]			•		ationship of Reportir k all applicable) Director	10% (Owner			
(Last) (First) (Middle) 777 OLD SAW MILL RIVER ROAD				ate of Earliest Transac 02/2025	tion (M	onth/D	Day/Year)		Officer (give title below)	Other below	(specify)		
(Street) TARRYTOWN (City)	NY (State)	4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I - Nor	-Derivative	Securities Acqu	ıired,	Disp	osed of, o	r Ben	eficially	Owned			
1. Title of Security (Instr. 3) 2. Transa Date (Month/E				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(misu. 4)	
Common Stock		12/20/2024		W	V	14	A	\$0.0	2.186	D			

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

 $A^{(1)}$

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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		Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$719.37	01/02/2025		A		1,958		(2)	01/02/2035	Common Stock	1,958	\$0.0	1,958	D	

Explanation of Responses:

Common Stock

1. Reflects an acquisition of time-based vesting restricted stock units each representing a contingent right to receive one share of the Issuer's common stock.

01/02/2025

2. On the date of the Issuer's first annual meeting of shareholders following the date of grant, a portion of these stock options equal to the portion of one year that has passed from the date of grant shall then become exercisable, and the remainder shall become exercisable on the first anniversary of the date of grant.

/s/ Christine A. Poon

01/06/2025

** Signature of Reporting Person

Date

2,352

D

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.