

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G

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Under the Securities Exchange Act of 1934

(Amendment No. )\*

Cue Biopharma, Inc.

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(Name of Issuer)

Common Stock, par value \$0.001

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(Title of Class of Securities)

22978P106

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(CUSIP Number)

December 31, 2022

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(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9 Pages)

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\* 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 (the "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<br>Slate Path Capital LP                       |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                          | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| <b>3</b>  | SEC USE ONLY  |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                          |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>5</b>  | SOLE VOTING POWER<br>- 0 -                                   |
|   | <b>6</b>  | SHARED VOTING POWER<br>2,402,455                             |
|   | <b>7</b>  | SOLE DISPOSITIVE POWER<br>- 0 -                              |
|   | <b>8</b>  | SHARED DISPOSITIVE POWER<br>2,402,455                        |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,402,455 |  |
| <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)<br>5.6%                 |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>IA, PN  |  |

|   |   |  |
|---|---|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS<br>David Greenspan                             |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                          | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| <b>3</b>  | SEC USE ONLY  |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States                     |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>5</b>  | SOLE VOTING POWER<br>- 0 -                                   |
|   | <b>6</b>  | SHARED VOTING POWER<br>2,402,455                             |
|   | <b>7</b>  | SOLE DISPOSITIVE POWER<br>- 0 -                              |
|   | <b>8</b>  | SHARED DISPOSITIVE POWER<br>2,402,455                        |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,402,455 |  |
| <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)<br>5.6%                 |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>IN  |  |

**Item 1(a). NAME OF ISSUER.**

The name of the issuer is Cue Biopharma, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 40 Guest Street, Boston, MA 02135.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

- (i) Slate Path Capital LP (the "Investment Manager"), a Delaware limited partnership and the investment manager of Slate Path Master Fund LP (the "Master Fund"), a Cayman Islands exempted limited partnership, with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by the Master Fund; and
- (ii) David Greenspan ("Mr. Greenspan"), the managing partner of Jades GP, LLC, a Delaware limited liability company and the general partner of the Investment Manager, with respect to the shares of Common Stock directly held by the Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the forgoing persons or any Reporting Person is, for the purposes of Section 13 of the Act, the beneficial owner of the shares of Common Stock reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is 717 Fifth Avenue, 16<sup>th</sup> Floor, New York, NY 10022.

**Item 2(c). CITIZENSHIP:**

The Investment Manager is a Delaware limited partnership. Mr. Greenspan is a citizen of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, par value \$0.001 (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

22978P106

**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 (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

The percentages set forth herein are calculated based upon 43,042,548 shares of Common Stock outstanding as of December 27, 2022, as reported by the Company in its Prospectus filed pursuant to Rule 424(b)(7) with the Securities and Exchange Commission on December 30, 2022.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

See Item 2. The Master Fund has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock reported herein.

**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.**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired 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.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2023

**SLATE PATH CAPITAL LP**

By: Jades GP, LLC, its General Partner

By: /s/ John Metzner  
Name: John Metzner  
Title: Chief Operating Officer

/s/ Jim Feeney as Attorney-In-Fact\*  
**DAVID GREENSPAN**

\* Pursuant to a Power of Attorney dated as of July 31, 2020 attached hereto as Exhibit 2.

**EXHIBIT 1****JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2023

**SLATE PATH CAPITAL LP**

By: Jades GP, LLC, its General Partner

By: /s/ John Metzner  
Name: John Metzner  
Title: Chief Operating Officer

/s/ Jim Feeney as Attorney-In-Fact\*  
**DAVID GREENSPAN**

\* Pursuant to a Power of Attorney dated as of July 31, 2020 attached hereto as Exhibit 2.



## EXHIBIT 2

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Jim Feeney, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13(d) and/or Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, Schedule 13D or Schedule 13G (including amendments thereto) in accordance with Section 13(d) of the Exchange Act and the rules thereunder and/or Forms 3, 4, or 5 (including amendments thereto) in accordance with Section 16(a) of the Exchange Act of the Exchange Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13G, Schedule 13D Form 3, 4 or 5 complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and/or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules 13G, Schedules 13D, Forms 3, 4, and 5 with respect to the holdings of, and transactions in, securities beneficially owned by the undersigned, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of July, 2020.

/s/ David Greenspan

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David Greenspan