

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 of Reporting Person* <u>TPG GP A, LLC</u> <hr/> (Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2024	3. Issuer Name and Ticker or Trading Symbol <u>Bicara Therapeutics Inc.</u> [BCAX]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series C Preferred Stock	(3)	(3)	Common Stock	1,960,425	(3)	I
See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾						

1. Name and Address of Reporting Person* <u>TPG GP A, LLC</u> <hr/> (Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>BONDERMAN DAVID</u> <hr/> (Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person *

COULTER JAMES G

(Last) (First) (Middle)

C/O TPG INC.

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person *

WINKELRIED JON

(Last) (First) (Middle)

C/O TPG INC.

301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

Explanation of Responses:

- Each of David Bonderman, James G. Coulter and Jon Winkelried own entities that control TPG GP A, LLC (together with Messrs. Bonderman, Coulter and Winkelried, the "Reporting Persons"), which is the managing member of each of (i) TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., and (ii) Alabama Investments (Parallel) GP, LLC, which is the general partner of each of (a) Alabama Investments (Parallel), LP, (b) Alabama Investments (Parallel) Founder A, LP and (c) Alabama Investments (Parallel) Founder G, LP, which, collectively with TPG Group Holdings (SBS), L.P., Alabama Investments (Parallel), LP and Alabama Investments (Parallel) Founder A, LP, holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc.
- TPG Inc. is the sole member of TPG GPCo, LLC, which is the sole member of TPG Holdings II-A, LLC, which is the general partner of TPG Operating Group II, L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Operating Group I, L.P., which is the sole member of TPG LSI GenPar Advisors, LLC, which is the general partner of TPG LSI GenPar, L.P., which is the sole member of TPG LSI SPV GP, LLC, which is the general partner of TPG LSI Rise Butterfly, L.P. ("TPG Butterfly"), which directly holds 18,121,194 shares of Series C Preferred Stock ("Series C Preferred Stock") of Bicara Therapeutics Inc. (the "Issuer").
- Pursuant to the Fourth Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series C Preferred Stock are convertible, at the option of the holder, at any time into shares of Common Stock of the Issuer at a conversion rate (reflecting the 1-for-9.2435 reverse stock split effected on September 5, 2024) equal to one share of Common Stock per 9.2435 shares of Series C Preferred Stock, subject to adjustment.
- Because of the relationship between the Reporting Persons and TPG Butterfly, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Butterfly. Each of TPG Butterfly and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Butterfly's or such Reporting Person's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

- The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.
- Gerald Neugebauer is signing on behalf of Messrs. Bonderman, Coulter and Winkelried pursuant to authorization and designation letters dated January 10, 2024, which were previously filed with the Securities and Exchange Commission.

/s/ Bradford Berenson,
General Counsel, TPG GP 09/12/2024
A, LLC (6)

/s/ Gerald Neugebauer on
behalf of David 09/12/2024
Bonderman (6)(7)

/s/ Gerald Neugebauer on
behalf of James G. Coulter 09/12/2024
(6)(7)

/s/ Gerald Neugebauer on
behalf of Jon Winkelried 09/12/2024
(6)(7)

** 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 5 (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.