

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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.

1. Name and Address of Reporting Person* <u>Fairmount Funds Management LLC</u> (Last) (First) (Middle) 200 BARR HARBOR DRIVE SUITE 400 (Street) WEST CONSHOHOCKEN PA 19428 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oruka Therapeutics, Inc. [ORKA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	09/11/2024		A ⁽¹⁾		275,000	A	\$23	638,614	I	By Fairmount Healthcare Fund II L.P. ⁽²⁾
Common Stock								2,573,308	I	By Fairmount Healthcare Co-Invest III L.P. ⁽²⁾

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

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	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Non-Voting Convertible Preferred Stock	(3)	09/11/2024		A		160 ⁽⁴⁾		(3)	(3)	Common Stock	160,000	\$23,000	160	I	By Fairmount Healthcare Fund II L.P. ⁽²⁾

1. Name and Address of Reporting Person* <u>Fairmount Funds Management LLC</u> (Last) (First) (Middle) 200 BARR HARBOR DRIVE SUITE 400 (Street) WEST CONSHOHOCKEN PA 19428 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Fairmount Healthcare Fund II L.P.</u>

(Last)	(First)	(Middle)
200 BARR HARBOR DRIVE SUITE 400		
(Street)		
WEST CONSHOHOCKEN PA 19428		
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[Kiselak Tomas](#)

(Last)	(First)	(Middle)
2001 MARKET STREET SUITE 2500		
(Street)		
PHILADELPHIA PA 19103		
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[Harwin Peter Evan](#)

(Last)	(First)	(Middle)
2001 MARKET STREET SUITE 2500		
(Street)		
PHILADELPHIA PA 19103		
(City) (State) (Zip)		

Explanation of Responses:

- The shares of Common Stock were purchased from the Issuer in a private placement, which transaction is exempt from Section 16(b) in accordance with Rule 16b-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended.
- Fairmount Funds Management LLC ("Fairmount") is the investment manager for Fairmount Healthcare Fund II L.P. and Fairmount Healthcare Co-Invest III L.P. The general partner of Fairmount is Fairmount Funds Management GP LLC ("Fairmount GP"), of which Peter Harwin and Tomas Kiselak are the managing members. Fairmount, Fairmount GP, Mr. Harwin, and Mr. Kiselak disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.
- Following stockholder approval of the conversion of the Series A non-voting convertible preferred stock (the "Series A Preferred Stock") into shares of Common Stock, each share of Series A Preferred Stock will automatically convert into 1,000 shares of Common Stock, subject to certain limitations, including that a holder of Series A Preferred Stock is prohibited from converting shares of Series A Preferred Stock into shares of Common Stock if, as a result of such conversion, such holder, together with its affiliates, would beneficially own more than 9.99% of the total number of shares of Common Stock issued and outstanding immediately after giving effect to such conversion. The Series A Preferred Stock has no expiration date.
- The shares of Series A Preferred Stock were purchased from the Issuer in a private placement, which transaction is exempt from Section 16(b) in accordance with Rule 16b-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended.

Remarks:

Fairmount may be deemed a director by deputization of Issuer by virtue of the fact that Peter Harwin serves on the board of directors of the Issuer and is also a Managing Member of Fairmount.

/s/ Tomas Kiselak, Managing Member of Fairmount Funds Management LLC	09/13/2024
/s/ Tomas Kiselak, Managing Member of Fairmount Healthcare Fund II, L.P.	09/13/2024
/s/ Tomas Kiselak	09/13/2024
/s/ Peter Harwin	09/13/2024
** 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 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.