

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001628048
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Terns Pharmaceuticals, Inc.
SEC File Number 001-39926
Address of Issuer 1065 EAST HILLSDALE BLVD., SUITE 100
FOSTER CITY
CALIFORNIA
94404
Phone 650-525-5535 EXT.101
Name of Person for Whose Account the Securities are To Be Sold Vivo Capital Surplus Fund VIII, L.P.

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Director

144: Securities Information

| Title of the Class of Securities To Be Sold | Name and Address of the Broker | Number of Shares or Other Units To Be Sold | Aggregate Market Value | Number of Shares or Other Units Outstanding | Approximate Date of Sale | Name the Securities Exchange |
|---|---|--|------------------------|---|--------------------------|------------------------------|
| Common | Cowen and Company, LLC 599 Lexington Ave Floor 21 New York NY 10022 | 5443 | 32658.00 | 64651693 | 04/03/2024 | Nasdaq |

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

| Title of the Class | Date you Acquired | Nature of Acquisition | Name of Person from | Is this | Date Donor | Amount of Securities | Date of Payment | Nature of Payment * |
|--------------------|-------------------|-----------------------|---------------------|---------|------------|----------------------|-----------------|---------------------|
|--------------------|-------------------|-----------------------|---------------------|---------|------------|----------------------|-----------------|---------------------|

| Transaction | Whom Acquired | a Gift? | Acquired | Acquired |
|-------------|---------------------------|--|----------|-----------------|
| Common | 02/04/2021 IPO Allocation | IPO Underwriter <input type="checkbox"/> | 5443 | 02/06/2021 Cash |

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|--|--------------------------|--------------|---------------------------|----------------|
| Vivo Capital Surplus Fund VIII, L.P. 505 Hamilton Avenue, Suite 200 Palo Alto CA 94301 | Common | 04/01/2024 | 5451 | 38139.01 |
| Vivo Capital Surplus Fund VIII, L.P. 505 Hamilton Avenue, Suite 200 Palo Alto CA 94301 | Common | 04/03/2024 | 3050 | 20277.32 |

144: Remarks and Signature

Remarks

Date of Notice 04/03/2024

Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1 09/29/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature Jack Nielsen

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)