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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* <b>SUVRETTA CAPITAL MANAGEMENT, LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>Benitec Biopharma Inc. [ BNTC ]</b>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/26/2024</b>					
540 MADISON AVENUE 7TH FLOOR			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 <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
<b>NEW YORK</b>	<b>NY</b>	<b>10022</b>						
(City)	(State)	(Zip)						

**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, par value \$0.0001 per share	09/26/2024		X		588,236 <sup>(2)</sup>	A	\$1.9299	2,058,415	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (2)
Common stock, par value \$0.0001 per share	09/26/2024		X		4,605,000 <sup>(3)</sup>	A	\$3.86	6,663,415	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (3)
Common stock, par value \$0.0001 per share	09/26/2024		X		1,219,970 <sup>(4)</sup>	A	\$0.0001	7,883,385	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (4)
Common stock, par value \$0.0001 per share	09/26/2024		X		576,347 <sup>(5)</sup>	A	\$3.86	797,458	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (5)
Common stock, par value \$0.0001 per share	09/26/2024		X		148,210 <sup>(6)</sup>	A	\$0.0001	945,668	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (6)

**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	Amount or Number of Shares				
Series 2 Common Warrants	\$1.9299	09/26/2024		X			10,000,000	12/09/2022	12/09/2027	Common Stock	588,236 <sup>(2)</sup>	\$0	0	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (2)
Common Warrants	\$3.86	09/26/2024		X			4,605,000	08/11/2023	08/11/2028	Common Stock	4,605,000 <sup>(3)</sup>	\$0	0	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (3)
Pre-Funded Warrants	\$0.0001	09/26/2024		X			1,219,970	08/11/2023	(7)	Common Stock	4,605,000 <sup>(4)</sup>	\$0	3,385,030	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (4)
Common Warrants	\$3.86	09/26/2024		X			576,347	08/11/2023	08/11/2028	Common Stock	576,347 <sup>(5)</sup>	\$0	0	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (5)
Pre-Funded Warrants	\$0.0001	09/26/2024		X			148,210	08/11/2023	(7)	Common Stock	576,347 <sup>(6)</sup>	\$0	428,137	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (6)

1. Name and Address of Reporting Person* <b>SUVRETTA CAPITAL MANAGEMENT, LLC</b>		
(Last)	(First)	(Middle)
540 MADISON AVENUE 7TH FLOOR		

(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person <sup>*</sup>			
<a href="#">Averill Madison Master Fund, Ltd.</a>			
(Last)	(First)	(Middle)	
C/O SUVRETTA CAPITAL MANAGEMENT, LLC 540 MADISON AVENUE, 7TH FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person <sup>*</sup>			
<a href="#">Averill Master Fund, Ltd.</a>			
(Last)	(First)	(Middle)	
C/O SUVRETTA CAPITAL MANAGEMENT, LLC 540 MADISON AVENUE, 7TH FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person <sup>*</sup>			
<a href="#">Cowen Aaron</a>			
(Last)	(First)	(Middle)	
C/O SUVRETTA CAPITAL MANAGEMENT, LLC 540 MADISON AVENUE, 7TH FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	

**Explanation of Responses:**

1. Notes are included on Exhibit 99.1.
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6. Notes are included on Exhibit 99.1.
7. Notes are included on Exhibit 99.1.

**Remarks:**

Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information Exhibit 99.3 - Joint Filers' Signature

[Suvretta Capital Management, LLC; By: /s/Andrew Nathanson, General Counsel & Chief Compliance Officer](#) 09/30/2024

\*\* 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.**

Explanation of Responses:

- (1) This Form 4 is filed on behalf of Averill Master Fund, Ltd., a Cayman Islands exempted company ("Averill Master Fund"), Averill Madison Master Fund, Ltd., a Cayman Islands exempted company ("Averill Madison Master Fund") and, together with the Averill Master Fund, the "Funds", Suvretta Capital Management, LLC, a Delaware limited liability company ("Suvretta Capital"), and Aaron Cowen ("Mr. Cowen") (collectively, the "Reporting Persons"). Suvretta Capital is the investment manager of the Funds. Mr. Cowen may be deemed to control Suvretta Capital and therefore may be deemed to beneficially own shares of Common Stock (as defined below) held by the Funds. Mr. Cowen disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of any indirect pecuniary interest therein. The securities reported herein are directly held by either Averill Master Fund or Averill Madison Master Fund as noted herein. Each of the Funds may be deemed a director by deputation by virtue of Kishan Mehta, a portfolio manager of Suvretta Capital, serving on the board of directors of the Issuer. For purposes of the exemption under Rule 16-3 promulgated under the Exchange Act, the board of directors of the Issuer approved the acquisition of any direct or indirect pecuniary interest in any and all shares by the Reporting Persons as a result of or in connection with the transactions reported in this Form 4.
- (2) Represents the exercise of Series 2 warrants of Benitec Biopharma Inc. (the "Issuer") issued by the Issuer on September 15, 2022 for shares of common stock, par value \$0.0001 per share (the "Common Stock"), of the Issuer, which are directly held by Averill Master Fund.
- (3) Represents the exercise of common warrants of the Issuer, issued by the Issuer on August 11, 2023, for shares of Common Stock, which are directly held by Averill Master Fund.
- (4) Represents the exercise of a portion of the pre-funded warrants of the Issuer, issued by the Issuer on August 11, 2023, for shares of Common Stock, which are directly held by Averill Master Fund.
- (5) Represents the exercise of common warrants of the Issuer, issued by the Issuer on August 11, 2023, for shares of Common Stock, which are directly held by Averill Madison Master Fund.
- (6) Represents the exercise of a portion of the pre-funded warrants of the Issuer, issued by the Issuer on August 11, 2023, for shares of Common Stock, which are directly held by Averill Madison Master Fund.
- (7) The Pre-Funded Warrants reflected herein are exercisable at any time after their applicable original issuance and expire when exercised in full.

**Joint Filer Information**

Joint Filers:

- 1. Name: Aaron Cowen  
Address: c/o Suvretta Capital Management, LLC  
540 Madison Avenue, 7th Floor  
New York, NY 10022
  
- 2. Name: Averill Master Fund, Ltd.  
Address: c/o Suvretta Capital Management, LLC  
540 Madison Avenue, 7th Floor  
New York, NY 10022
  
- 3. Name: Averill Madison Master Fund, Ltd.  
Address: c/o Suvretta Capital Management, LLC  
540 Madison Avenue, 7th Floor  
New York, NY 10022

**Joint Filers' Signatures**

AVERILL MASTER FUND, LTD.

By: /s/ Andrew Nathanson  
Name: Andrew Nathanson  
Title: Authorized Signatory

Date: September 30, 2024

AVERILL MADISON MASTER FUND, LTD.

By: /s/Andrew Nathanson  
Name: Andrew Nathanson  
Title: Authorized Signatory

Date: September 30, 2024

By: /s/ Aaron Cowen  
Name: Aaron Cowen

Date: September 30, 2024