

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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>SUVRETTA CAPITAL MANAGEMENT, LLC</u>  (Last) (First) (Middle) 540 MADISON AVENUE 7TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Benitec Biopharma Inc. [ BNTC ]</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) 11/19/2024	
	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

**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	11/19/2024		P		12,430 <sup>(2)</sup>	A	\$9.73 <sup>(2)</sup>	7,895,815	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (2)
Common stock, par value \$0.0001 per share	11/19/2024		P		1,570 <sup>(3)</sup>	A	\$9.73 <sup>(3)</sup>	947,238	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (3)
Common stock, par value \$0.0001 per share	11/20/2024		P		24,360 <sup>(4)</sup>	A	\$10.22 <sup>(4)</sup>	7,920,175	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (4)
Common stock, par value \$0.0001 per share	11/20/2024		P		3,076 <sup>(5)</sup>	A	\$10.22 <sup>(5)</sup>	950,314	I <sup>(1)</sup>	See footnotes <sup>(1)</sup> (5)

**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					

1. Name and Address of Reporting Person* <u>SUVRETTA CAPITAL MANAGEMENT, LLC</u>  (Last) (First) (Middle) 540 MADISON AVENUE 7TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Averill Madison Master Fund, Ltd.</u>  (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*		
<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*		
<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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5. 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,](#) [11/21/2024](#)  
[General Counsel & Chief Compliance Officer](#)

\*\* 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 deputization by virtue of Kishan Mehta, a portfolio manager of Suvretta Capital, serving on the board of directors of the Issuer.
- (2) The price reported in column 4 is a weighted average price. These shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Benitec Biopharma Inc. (the "Issuer") were purchased by Averill Master Fund in multiple open market transactions at prices ranging from \$9.29 to \$10.04 per share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (3) The price reported in column 4 is a weighted average price. These shares of Common Stock were purchased by Averill Madison Master Fund in multiple open market transactions at prices ranging from \$9.29 to \$10.04 per share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (4) The price reported in column 4 is a weighted average price. These shares of Common Stock were purchased by Averill Master Fund in multiple open market transactions at prices ranging from \$10.19 to \$10.50 per share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (5) The price reported in column 4 is a weighted average price. These shares of Common Stock were purchased by Averill Madison Master Fund in multiple open market transactions at prices ranging from \$10.19 to \$10.50 per share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

**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: November 21, 2024

AVERILL MADISON MASTER FUND, LTD.

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

Date: November 21, 2024

By: /s/ Aaron Cowen  
Name: Aaron Cowen

Date: November 21, 2024