

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Pyxis Oncology, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**747324101**  
(CUSIP Number)

**September 30, 2024**  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 747324101

1	<b>NAME OF REPORTING PERSON</b> Laurion Capital Management LP <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> 56-2504425
2	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	<b>SEC USE ONLY</b>
4	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5 <b>SOLE VOTING POWER</b>
	6 <b>SHARED VOTING POWER</b> 3,625,974
	7 <b>SOLE DISPOSITIVE POWER</b>
	8 <b>SHARED DISPOSITIVE POWER</b> 3,625,974
9	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,625,974
10	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>
11	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.15%
12	<b>TYPE OF REPORTING PERSON</b> IA, PN

CUSIP No.: 747324101

1	<b>NAME OF REPORTING PERSON</b> Benjamin Alexander Smith <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b>	
2	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	<b>SEC USE ONLY</b>	
4	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5	<b>SOLE VOTING POWER</b>
	6	<b>SHARED VOTING POWER</b> 3,625,974
	7	<b>SOLE DISPOSITIVE POWER</b>
	8	<b>SHARED DISPOSITIVE POWER</b> 3,625,974
9	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,625,974	
10	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
11	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.15%	
12	<b>TYPE OF REPORTING PERSON</b> IN	

CUSIP No.: 747324101

1	<b>NAME OF REPORTING PERSON</b> Janaka Sheehan Maduraperuma <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b>	
2	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	<b>SEC USE ONLY</b>	
4	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United Kingdom	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5	<b>SOLE VOTING POWER</b>
	6	<b>SHARED VOTING POWER</b> 3,625,974
	7	<b>SOLE DISPOSITIVE POWER</b>
	8	<b>SHARED DISPOSITIVE POWER</b> 3,625,974
9	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,625,974	
10	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
11	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.15%	
12	<b>TYPE OF REPORTING PERSON</b> IN	

CUSIP No.: 747324101

**ITEM 1(a). NAME OF ISSUER:**

Pyxis Oncology, Inc.

**ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

321 Harrison Avenue  
Boston, MA 02118

**ITEM 2(a). NAME OF PERSON FILING:**

This statement is filed by:

(i) Laurion Capital Management LP ("Laurion Capital"), a Delaware limited partnership, and the investment adviser to certain funds and accounts (the "Laurion Funds"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by the Laurion Funds;

(ii) Mr. Benjamin Alexander Smith ("Mr. Smith"), the co-managing member of Laurion Capital GP LLC, the general partner of Laurion Capital, with respect to the shares of Common Stock directly held by the Laurion Funds.

(iii) Mr. Janaka Sheehan Maduraperuma ("Mr. Maduraperuma"), the co-managing member of Laurion Capital GP LLC, the general partner of Laurion Capital, with respect to the shares of Common Stock directly held by the Laurion Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the foregoing persons or any Reporting Person is, for the purposes of Section 13 of the Act, the beneficial owner of the shares of Common Stock reported herein.

**ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is 360 Madison Avenue, Suite 1900, New York, NY 10017.

**ITEM 2(c). CITIZENSHIP:**

Laurion Capital is a Delaware limited partnership. Mr. Smith is a citizen of the United States. Mr. Maduraperuma is a citizen of the United Kingdom.

**ITEM 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, par value \$0.001 per share (the "Common Stock")

**ITEM 2(e). CUSIP NUMBER:**

747324101

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**ITEM 4. OWNERSHIP**

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting

Persons and is incorporated herein by reference.

The percentages set forth herein are calculated based upon 58,942,243 shares of Common Stock outstanding as of August 13, 2024 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024, filed with the Securities and Exchange Commission on August 14, 2024.

**(a) Amount beneficially owned:**

**(b) Percent of class:**

**(c) Number of shares as to which the person has:**

- (i) sole power to vote or to direct the vote:
- (ii) shared power to vote or to direct the vote:
- (iii) sole power to dispose or direct the disposition of:
- (iv) shared power to dispose or to direct the disposition of:

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

See Item 2. The Laurion Funds have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock reported herein. Laurion Capital Master Fund Ltd., a Laurion Fund, has the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of more than 5% of the shares of Common Stock.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Not applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not applicable.

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

Not applicable.

**ITEM 10. CERTIFICATION:**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**CUSIP No.: 747324101**

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 12 2024

Laurion Capital Management LP

By: /s/ Jason Riesel

Name: Jason Riesel

Title: General Counsel & CCO

November 12 2024

By: /s/Benjamin Alexander Smith

Name: BENJAMIN ALEXANDER SMITH

Title:

November 12 2024

By: /s/Janaka Sheehan Maduraperuma

Name: JANAKA SHEEHAN MADURAPERUMA

Title:

Attention — Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).