



DIVISION OF  
CORPORATION FINANCE

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

August 29, 2023

Ken Song, M.D.  
President and Chief Executive Officer  
RayzeBio, Inc.  
5505 Morehouse Drive, Suite 300  
San Diego, CA 92121

**Re: RayzeBio, Inc.**  
**Registration Statement on Form S-1**  
**Filed August 24, 2023**  
**File No. 333-274193**

Dear Ken Song:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our August 18, 2023 letter.

Registration Statement on Form S-1, filed August 24, 2023

General

1. Please revise your registration statement to disclose the identity of the selling stockholder and the number of shares that the selling stockholder will sell in the offering.

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You may contact Gary Newberry at 202-551-3761 or Kevin Vaughn at 202-551-3494 if you have questions regarding comments on the financial statements and related matters. Please contact Joshua Gorsky at 202-551-7836 or Margaret Schwartz at 202-551-7153 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Terren J. O'Connor, Esq.