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Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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. Date of Event Requiring Statement (Month/Day/Year) 04/22/2024	3. Issuer Name and Ticker or Trading Symbol <u>Benitec Biopharma Inc. [ BNTC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. 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 type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.0001 per share	1,470,179 <sup>(1)(2)</sup>	I <sup>(4)</sup>	I <sup>(4)</sup>
Common stock, par value \$0.0001 per share	221,111 <sup>(1)(3)</sup>	I <sup>(4)</sup>	I <sup>(4)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Pre-Funded Warrants <sup>(12)</sup>	09/15/2022	(5)	Common Stock	588,235 <sup>(6)</sup>	0.0017	I <sup>(11)</sup>	I <sup>(11)</sup>
Pre-Funded Warrants <sup>(12)</sup>	08/11/2023	(5)	Common Stock	4,605,000 <sup>(7)</sup>	0.0001	I <sup>(11)</sup>	I <sup>(11)</sup>
Pre-Funded Warrants <sup>(12)</sup>	04/22/2024	(5)	Common Stock	1,726,203 <sup>(8)</sup>	0.0001	I <sup>(11)</sup>	I <sup>(11)</sup>
Pre-Funded Warrants <sup>(12)</sup>	08/11/2023	(5)	Common Stock	576,347 <sup>(9)</sup>	0.0001	I <sup>(11)</sup>	I <sup>(11)</sup>
Pre-Funded Warrants <sup>(12)</sup>	04/22/2024	(5)	Common Stock	276,353 <sup>(10)</sup>	0.0001	I <sup>(11)</sup>	I <sup>(11)</sup>
Series 2 Common Warrants <sup>(12)</sup>	12/09/2022	12/09/2027	Common Stock	588,236 <sup>(6)</sup>	1.9299	I <sup>(11)</sup>	I <sup>(11)</sup>
Common Warrants <sup>(12)</sup>	08/11/2023	08/11/2028	Common Stock	4,605,000 <sup>(7)</sup>	3.86	I <sup>(11)</sup>	I <sup>(11)</sup>
Common Warrants <sup>(12)</sup>	08/11/2023	08/11/2028	Common Stock	576,347 <sup>(9)</sup>	3.86	I <sup>(11)</sup>	I <sup>(11)</sup>

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)		
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1. Name and Address of Reporting Person \*

[Cowen Aaron](#)

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(Last) (First) (Middle)

C/O SUVRETTA CAPITAL MANAGEMENT, LLC  
540 MADISON AVENUE, 7TH FLOOR

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(Street)

NEW YORK NY 10022

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Averill Madison Master Fund, Ltd.](#)

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(Last) (First) (Middle)

C/O SUVRETTA CAPITAL MANAGEMENT, LLC  
540 MADISON AVENUE, 7TH FLOOR

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(Street)

NEW YORK NY 10022

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Averill Master Fund, Ltd.](#)

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(Last) (First) (Middle)

C/O SUVRETTA CAPITAL MANAGEMENT, LLC  
540 MADISON AVENUE, 7TH FLOOR

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(Street)

NEW YORK NY 10022

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(City) (State) (Zip)

**Explanation of Responses:**

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1
4. See Exhibit 99.1
5. See Exhibit 99.1
6. See Exhibit 99.1
7. See Exhibit 99.1
8. See Exhibit 99.1
9. See Exhibit 99.1
10. See Exhibit 99.1
11. See Exhibit 99.1
12. See Exhibit 99.1

**Remarks:**

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

By: /s/Andrew Nathanson,  
Suvretta Capital Management,  
LLC, General Counsel & Chief  
Compliance Officer

05/02/2024

\*\* 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 5 (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 3 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").
- (2) Reflects shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Benitec Biopharma Inc. (the "Issuer") directly held by Averill Master Fund.
- (3) Reflects shares of shares of Common Stock of the Issuer directly held by Averill Madison Master Fund.
- (4) Mr. Cowen may be deemed to control Suvretta Capital and therefore may be deemed to beneficially own shares of Common Stock 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.
- (5) The Pre-Funded Warrants reflected herein are exercisable at any time after their applicable original issuance and expire when exercised in full.
- (6) Reflects warrants directly held by Averill Master Fund acquired as part of the Issuer's underwritten public offering in September 2022.
- (7) Reflects warrants directly held by Averill Master Fund acquired as part of the Issuer's underwritten public offering in August 2023.
- (8) Reflects warrants directly held by Averill Master Fund acquired as part of the Issuer's private placement in April 2024.
- (9) Reflects warrants directly held by Averill Madison Master Fund acquired as part of the Issuer's underwritten public offering in August 2023.
- (10) Reflects warrants directly held by Averill Madison Master Fund acquired as part of the Issuer's private placement in April 2024.
- (11) Mr. Cowen may be deemed to control Suvretta Capital and therefore may be deemed to beneficially own shares of Common Stock underlying the warrants held by the Funds. Mr. Cowen disclaims beneficial ownership of the shares of Common Stock underlying such warrants reported herein except to the extent of any indirect pecuniary interest therein.
- (12) The exercise of the reported warrants is subject to beneficial ownership limitations on exercise set forth in the applicable warrant; the number of shares underlying such warrants is reported herein without regard to any limitations on exercise contained therein.

**Joint Filer Information**

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: May 2, 2024

AVERILL MADISON MASTER FUND, LTD.

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

Date: May 2, 2024

By: /s/ Aaron Cowen  
Name: Aaron Cowen

Date: May 2, 2024