SEC For		<b>4</b> 11					ידוסו							200				
FORM 4 UNITED STAT						ES SECURITIES AND EXCHANGE CON Washington, D.C. 20549								5101		OMB APPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).					l pur	suant to Se	ection 16	(a) of th	ne Seo	ENEFIC curities Exchar Company Act	nge Act	of 1934	RSI	ΗP	OMB Estima	Number: ated average bu per response:	3235-0287	
1. Name and Address of Reporting Person <sup>*</sup> Okazaki Jason A					A	2. Issuer Name and Ticker or Trading Symbol <u>ASSEMBLY BIOSCIENCES, INC.</u> [ <u>ASMB</u> ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title Other (specify				Owner (specify	
(Last) (First) (Middle) C/O ASSEMBLY BIOSCIENCES, INC.					3. Date of Earliest Transaction (Month/Day/Year) 04/29/2024								below) CEO and		belov President	/)		
TWO TOWER PLACE, 7TH FLOOR (Street) SOUTH SAN FRANCISCO CA 94080				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							ð. Indiv ₋ine) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)				R	Rule 10b5-1(c) Transaction Indication            Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
		Table	I - I	Non-Deriva	ativ	e Securi	ties A	cquir	ed, I	Disposed o	of, or l	Benefic	ally	Own	ed			
Date				2. Transaction Date (Month/Day/Ye		2A. Deeme Execution if any (Month/Day	Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			nd 5) Securities Beneficial		ties cially I Following	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		Transa	iction(s) 3 and 4)	(1150.4)	(11150.4)	
Common Stock				04/29/2024				Α		4,166 <sup>(1)</sup>	Α	\$0		1	7,992	D		
Common Stock 04/30/202-				4			<b>S</b> <sup>(2)</sup>		1,569	D	\$12.70	68 <sup>(3)</sup>	1	6,423	D			
		Tal	ble	ll - Derivati (e.g., pu						sposed of s, converti				Owneo	ł			
1. Title of Derivative Security (Instr. 3)	e of 2. 3. Transaction 3A. Deemed ative Conversion Date Execution Da ity or Exercise (Month/Day/Year) if any		Deemed ecution Date,	4. Transaction Code (Instr. 8)		5. Numb of Derivativ Securitie Acquired (A) or Dispose of (D) (Instr. 3, and 5)	er 6. Date E Expiratio (Month/D d		kercisable and n Date	7. Tit Amo Secu Unde Deriv	tle and unt of irities erlying vative irity (Instr.	8. P Deri Sec (Ins	rice of vative urity tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		

Explanation of Responses:

1. Represents shares of common stock issuable under a performance-based restricted stock unit award dated August 1, 2022. On April 29, 2024, a performance-based vesting condition was achieved.

(A) (D) Date

Exercisable

2. The sale reported on this Form 4 represents shares sold by the reporting person to cover tax withholding obligations in connection with the vesting and settlement of restricted stock units. The sale is mandated by an administrative rule adopted by the Compensation Committee of the Issuer's Board of Directors that requires the satisfaction of tax withholding obligations to be funded by a "sell-to-cover" transaction and does not represent a discretionary transaction by the reporting person.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.3851 to \$12.8847, inclusive. The reporting person undertakes to provide 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 sold at each separate price within.

<u>/s/ John O. Gunderson, as</u> Attorney-in-Fact	05/01/2024
<u></u>	

Amount or Number

Shares

of

Title

Expiration Date

\*\* 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).

Code v

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.