
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Outlook Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

69012T305

(CUSIP Number)

12/31/2024

(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)

SCHEDULE 13G

CUSIP No. 69012T305

Names of Reporting Persons

1 TANG CAPITAL MANAGEMENT, LLC

Check the appropriate box if a member of a Group (see instructions)

- 2 (a)
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 DELAWARE

		Sole Voting Power
	5	
		0.00
Number of		Shared Voting Power
Shares	6	
Beneficially		1,682,502.00
Owned by		Sole Dispositive Power
Each	7	
Reporting		0.00
Person		Shared Dispositive
With:	8	Power
		1,682,502.00
		Aggregate Amount Beneficially Owned by Each Reporting Person
9		1,682,502.00
		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
10		<input type="checkbox"/>
		Percent of class represented by amount in row (9)
11		6.4 %
		Type of Reporting Person (See Instructions)
12		OO

Comment for Type of Reporting Person: Tang Capital Management, LLC ("TCM") beneficially owns 1,682,502 of the Issuer's Common Stock, which consists of: (i) 182,502 shares of the Issuer's Common Stock and (ii) 1,500,000 shares currently issuable upon exercise of Warrants. TCM shares voting and dispositive power over such shares with Tang Capital Partners, LP ("TCP"), Tang Capital Partners III, Inc. ("TCP III") and Kevin Tang. The percentages used herein are based on 26,405,635 shares of Common Stock outstanding as of December 24, 2024, which consists of: (i) 24,905,635 shares of Common Stock outstanding as of December 24, 2024 as set forth in the Issuer's Annual Report filed on Form 10-K that was filed with the Securities and Exchange Commission on December 27, 2024, and (ii) 1,500,000 shares currently issuable upon exercise of Warrants.

SCHEDULE 13G

CUSIP No. 69012T305

		Names of Reporting Persons
1		KEVIN TANG
		Check the appropriate box if a member of a Group (see instructions)
2		<input type="checkbox"/> (a)
		<input type="checkbox"/> (b)
3		Sec Use Only
		Citizenship or Place of Organization
4		UNITED STATES
Number of		Sole Voting Power
Shares	5	
Beneficially		0.00
Owned by		Shared Voting Power
Each	6	
Reporting		1,682,502.00
Person		Sole Dispositive Power
With:	7	
		0.00
	8	Shared Dispositive
		Power

1,682,502.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

1,682,502.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

6.4 %

Type of Reporting Person (See Instructions)

12

IN

Comment for Type of Reporting Person: Kevin Tang beneficially owns 1,682,502 of the Issuer's Common Stock, which consists of: (i) 182,502 shares of the Issuer's Common Stock and (ii) 1,500,000 shares currently issuable upon exercise of Warrants. Kevin Tang shares voting and dispositive power over such shares with TCP, TCP III and TCM.

SCHEDULE 13G

CUSIP No. 69012T305

Names of Reporting Persons

1

TANG CAPITAL PARTNERS, LP

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Sole Voting Power

5

0.00

Number of
Shares

Shared Voting Power

6

Beneficially
Owned by

1,555,862.00

Each
Reporting

Sole Dispositive Power

7

Person

0.00

With:

Shared Dispositive

8

Power

1,555,862.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

1,555,862.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

5.9 %

Type of Reporting Person (See Instructions)

12

PN

Comment for Type of Reporting Person: TCP beneficially owns 1,555,862 of the Issuer's Common Stock, which consists of: (i) 55,862 shares of the Issuer's Common Stock and (ii) 1,500,000 shares currently issuable upon exercise of Warrants (as defined in the Issuer's Registration Statement filed on Form S-3 with the Securities and Exchange Commission on March 25, 2024). TCP may not exercise any portion of the Warrants for shares of Common Stock if, as a result of the exercise, TCP, together with its affiliates and any other person or entity acting as a group, would own more than 9.99% of the Issuer's outstanding shares of Common Stock after exercise. However, TCP may increase such percentage to any other percentage, not in excess of 19.99% (to the extent such limit is required under applicable Nasdaq rules), by providing written notice to the Issuer, provided that any increase in such percentage shall not be effective until 61 days after notice is provided to the Issuer. The foregoing limitations remain in effect with respect to the Warrants, and, accordingly, all 1,500,000 shares are currently issuable upon exercise of Warrants. TCP shares voting and dispositive power over such shares with TCM and Kevin Tang.

SCHEDULE 13G

CUSIP No. 69012T305

1	Names of Reporting Persons
	TANG CAPITAL PARTNERS III, INC
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	NEVADA
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	126,640.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	126,640.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	126,640.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	0.5 %
12	Type of Reporting Person (See Instructions)
	CO

Comment for Type of Reporting Person: TCP III shares voting and dispositive power over such shares with TCM and Kevin Tang.

SCHEDULE 13G

CUSIP No. 69012T305

Names of Reporting Persons

1

TANG CAPITAL PARTNERS IV, INC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

NEVADA

Sole Voting Power

5

0.00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power
0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0.0 %

Type of Reporting Person (See Instructions)

12

CO

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Outlook Therapeutics, Inc.

Address of issuer's principal executive offices:

(b)

111 S. Wood Avenue, Unit #100, Iselin, NJ 08852

Item 2.

Name of person filing:

(a)

This Statement on Schedule 13G (this "Statement") is filed by TCM, the general partner of TCP; Kevin Tang, the manager of TCM and Chief Executive Officer of TCP III and Tang Capital Partners IV, Inc. ("TCP IV"); TCP; TCP III; and TCP IV.

Address or principal business office or, if none, residence:

(b)

The address of TCM, Kevin Tang and TCP is 4747 Executive Drive, Suite 210, San Diego, CA 92121. The address of TCP III and TCP IV is 5955 Edmond Street, Las Vegas, NV 89118.

(c)

Citizenship:

TCM is a Delaware limited liability company. Mr. Tang is a United States citizen. TCP is a Delaware limited partnership. TCP III and TCP IV are Nevada corporations that are indirectly wholly owned by TCP.

Title of class of securities:

(d)

Common Stock, par value \$0.01 per share

CUSIP No.:

(e)

69012T305

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-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. 78o);
- (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). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a)

1,682,502

Percent of class:

(b)

6.4 %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0 shares

(ii) Shared power to vote or to direct the vote:

1,682,502 shares

(iii) Sole power to dispose or to direct the disposition of:

0 shares

(iv) Shared power to dispose or to direct the disposition of:

1,682,502 shares

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held 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, other than activities solely in connection with a nomination under ?? 240.14a-11.

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.

TANG CAPITAL MANAGEMENT, LLC

Signature: /s/ Kevin Tang
Name/Title: Manager
Date: 02/14/2025

KEVIN TANG

Signature: /s/ Kevin Tang
Name/Title: Self
Date: 02/14/2025

TANG CAPITAL PARTNERS, LP

Signature: /s/ Kevin Tang
Name/Title: Manager, Tang Capital Management, LLC,
General Partner
Date: 02/14/2025

TANG CAPITAL PARTNERS III, INC

Signature: /s/ Kevin Tang
Name/Title: Chief Executive Officer
Date: 02/14/2025

TANG CAPITAL PARTNERS IV, INC

Signature: /s/ Kevin Tang
Name/Title: Chief Executive Officer
Date: 02/14/2025

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value per share, of Outlook Therapeutics, Inc. and further agree to the filing of this agreement as an exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 14, 2025

TANG CAPITAL PARTNERS, LP

By: Tang Capital Management, LLC
Its: General Partner

By: /s/ Kevin Tang
Name: Kevin Tang
Title: Manager

TANG CAPITAL PARTNERS III, INC

By: /s/ Kevin Tang
Name: Kevin Tang
Title: Chief Executive Officer

TANG CAPITAL PARTNERS IV, INC

By: /s/ Kevin Tang
Name: Kevin Tang
Title: Chief Executive Officer

TANG CAPITAL MANAGEMENT, LLC

By: /s/ Kevin Tang
Name: Kevin Tang
Title: Manager

/s/ Kevin Tang
Name: Kevin Tang
