

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>EVNIN LUKE</u>  (Last) (First) (Middle) <u>C/O ONCORUS, INC.</u> <u>50 HAMPSHIRE STREET, SUITE 401</u>  (Street) <u>CAMBRIDGE MA 02139</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oncorus, Inc. [ ONCR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/06/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	10/06/2020		C		1,525,346	A	(I)	1,641,169	I	See footnote <sup>(2)(3)</sup>
Common Stock	10/06/2020		C		700,449	A	(I)	2,341,618	I	See footnote <sup>(2)(4)</sup>
Common Stock	10/06/2020		P		151,225	A	\$15	2,492,843	I	See footnote <sup>(2)(5)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Series A-1 Preferred Stock	(I)	10/06/2020		C		1,525,346	(I)	(I)	Common Stock	1,525,346	\$0.00	0	I	See footnote <sup>(2)(6)</sup>
Series B Preferred Stock	(I)	10/06/2020		C		700,449	(I)	(I)	Common Stock	700,449	\$0.00	0	I	See footnote <sup>(2)(7)</sup>

**Explanation of Responses:**

- Each share of Series A-1 Preferred and Series B Preferred Stock automatically converted into shares of Common Stock upon the closing of the Issuer's initial public offering for no additional consideration, on a one-for-one basis, and had no expiration date.
- The Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its pecuniary interest therein.
- The shares are held as follows: 1,382,943 by MPM BioVentures 2014, L.P. ("BV 2014"), 92,239 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 50,164 by MPM Asset Management Investors BV2014 LLC ("AM BV2014") and 115,823 by MPM Asset Management LLC ("AM LLC"). MPM BioVentures 2014 GP LLC and MPM BioVentures 2014 LLC ("BV LLC") are the direct and indirect general partners of BV 2014 and BV 2014(B). BV LLC is the manager of AM BV2014. The Reporting Person is a member of BV LLC and AM LLC.
- The shares are held as follows: 2,018,001 by BV 2014, 134,595 by BV 2014(B), 73,199 by AM BV2014 and 115,823 by AM LLC.
- The shares are held as follows: 2,155,108 by BV 2014, 143,740 by BV 2014(B), 78,172 and 115,823 by AM LLC.
- The shares are held as follows: 1,382,943 by BV 2014, 92,239 by BV 2014(B) and 50,164 by AM BV2014.
- The shares are held as follows: 635,058 by BV 2014, 42,356 by BV 2014(B) and 23,035 by AM BV2014.

**Remarks:**

/s/ Jason Minio, Attorney-in-Fact 10/08/2020

\*\* 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).

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.