# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. )\*

# Surmodics, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

868873100 (CUSIP Number)

August 31, 2022 (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)

 $\square \qquad \text{Rule } 13\text{d-1(d)}$ 

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Soleus Capital Master Fund, L.P.				
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) □ (b	) 🗆			
3					
4	CITIZENCHID OD DI ACE OF ODCANIZATION				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Cayman Islands				
		5	SOLE VOTING POWER		
NUMBER OF			0		
	SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY			713,964(1)		
EACH		7	SOLE DISPOSITIVE POWER		
REPORTING					
	PERSON WITH:	8	0 SHARED DISPOSITIVE POWER		
		0	SHARED DISTOSITIVE TOWER		
-			713,964(1)		
9	AGGREGAT	ΓE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	713,964(1)				
10	CHECK IF	ГНЕ	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT (	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.1% (2)				
12		EPO	ORTING PERSON (SEE INSTRUCTIONS)		
	FI				

- (1) The shares of common stock reported in this row are held by Soleus Capital Master Fund, L.P. ("Master Fund"). Soleus Capital, LLC ("Soleus Capital") is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. Soleus Capital Group, LLC ("SCG") is the sole managing member of Soleus Capital. Mr. Guy Levy is the sole managing member of SCG. Each of SCG, Soleus Capital and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 14,005,000 shares of common stock outstanding of the Issuer as of July 25, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2022 filed with the Securities and Exchange Commission on July 27, 2022 (the "Form 10-Q").

1					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Soleus Capital, LLC				
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) $\Box$ (b) $\Box$				
3					
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		5	SOLE VOTING POWER		
			0		
IN	UMBER OF SHARES	6	SHARED VOTING POWER		
BENEFICIALLY					
(	OWNED BY		713,964(1)		
D	EACH EPORTING	7	SOLE DISPOSITIVE POWER		
K	PERSON		0		
	WITH:	8	SHARED DISPOSITIVE POWER		
0	A CCDEC AT	PIE A	713,964(1) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AGGKEGA	LEA	MIOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	713,964(1)				
10	CHECK IF	ГНЕ	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
	П				
11	_	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
12	5.1% (2)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
12	TYPE OF R	LPU	DRIING PERSON (SEE INSTRUCTIONS)		
	OO				

- (1) The shares of common stock reported in this row are held by Master Fund. Soleus Capital is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. SCG is the sole managing member of Soleus Capital. Mr. Guy Levy is the sole managing member of SCG. Each of SCG, Soleus Capital and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 14,005,000 shares of common stock outstanding of the Issuer as of July 25, 2022, as reported in the Form 10-Q.

1	NAMES OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
_	Soleus Capital Group, LLC			
2	СНЕСК ТН	E A	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) $\Box$ (b)	<b>,</b> $\Box$		
3	(a) $\square$ (b	) 🗆		
3	SEC USE OF	'ILI		
4	4 CITIZENSHIP OR PLACE OF ORGANIZATION		OR PLACE OF ORGANIZATION	
-				
	Delaware			
		5	SOLE VOTING POWER	
N	UMBER OF		0	
	SHARES	6	SHARED VOTING POWER	
	NEFICIALLY		712.074(1)	
(	OWNED BY	-	713,964(1)	
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER	
			0	
	WITH:	8	SHARED DISPOSITIVE POWER	
		U	SHARED DISTOSITIVE TOWER	
			713,964(1)	
9	AGGREGAT	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	713,964(1)			
10	CHECK IF	ГНЕ	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
11	· —	)F (	YEASS DEDDESENTED BY AMOUNT IN DOW (0)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	5.1% (2)			
12		EPO	ORTING PERSON (SEE INSTRUCTIONS)	
	00			

- (1) The shares of common stock reported in this row are held by Master Fund. Soleus Capital is the sole general partner of Master Fund and thus holds voting and dispositive power over the shares held by Master Fund. SCG is the sole managing member of Soleus Capital. Mr. Guy Levy is the sole managing member of SCG. Each of SCG, Soleus Capital and Mr. Guy Levy disclaims beneficial ownership of these securities held by Master Fund and this report shall not be deemed an admission that they are the beneficial owners of such securities for purposes of Section 13(d) of the Exchange Act, or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (2) This percentage is calculated based upon 14,005,000 shares of common stock outstanding of the Issuer as of July 25, 2022, as reported in the Form 10-Q.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Guy Levy				
2					
	(a) $\Box$ (b)	<b>у</b> П			
3	(a)				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States				
		5	SOLE VOTING POWER		
N	UMBER OF SHARES	6	SHARED VOTING POWER		
BE	SHAKES NEFICIALLY		SIMILED VOTE (GTOVI EX		
	OWNED BY		713,964(1)		
ъ	EACH EPORTING	7	SOLE DISPOSITIVE POWER		
K	PERSON		0		
	WITH:	8	SHARED DISPOSITIVE POWER		
9	ACCDECAT	FIE A	713,964(1) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
,	AUGREGA	LE A	MIOUNI DEMERICIALLI OWNED DI EACH REFORTING I ERSON		
	713,964(1)				
10	CHECK IF	ГНЕ	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT (	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	5 10/ (2)				
12	5.1% (2) TYPE OF R	EPO	ORTING PERSON (SEE INSTRUCTIONS)		
12	TILLOFK		ATTIO I EROOM (SEE INSTRUCTIONS)		
	IN				

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- (2) This percentage is calculated based upon 14,005,000 shares of common stock outstanding of the Issuer as of July 25, 2022, as reported in the Form 10-Q.

#### Item 1.

## (a) Name of Issuer

Surmodics, Inc.

# (b) Address of Issuer's Principal Executive Offices

9924 West 74<sup>th</sup> Street Eden Prairie, MN 55344

## Item 2.

# (a) Name of Person(s) Filing

Soleus Capital Master Fund, L.P. Soleus Capital, LLC Soleus Capital Group, LLC Guy Levy

# (b) Address of Principal Business Office or, if none, Residence

Soleus Capital Master Fund, L.P. 104 Field Point Road, 2<sup>nd</sup> Floor Greenwich, CT 06830

Soleus Capital, LLC 104 Field Point Road, 2<sup>nd</sup> Floor Greenwich, CT 06830

Soleus Capital Group, LLC 104 Field Point Road, 2nd Floor Greenwich, CT 06830

Guy Levy c/o Soleus Capital Management, L.P 104 Field Point Road, 2<sup>nd</sup> Floor Greenwich, CT 06830

# (c) Citizenship

Soleus Capital Master Fund, L.P. – Cayman Islands Soleus Capital, LLC – Delaware Soleus Capital Group, LLC—Delaware Guy Levy – United States

# (d) Title of Class of Securities

Common Stock

## (e) CUSIP Number

868873100

#### 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.)
(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).
(k)	Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J),
	please specify the type of institution:

#### Item 4. Ownership.

Reference is made to Items 5 - 11 on the preceding pages of this Schedule 13G.

Soleus Capital Master Fund, L.P. ("Master Fund") holds, as of the close of business on September 1, 2022, an aggregate of 713,964 shares of the common stock of the Issuer. As the general partner of Master Fund, Soleus Capital, LLC may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of the shares held by Master Fund. As the sole managing member of Soleus Capital, Soleus Capital Group, LLC may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of the shares held by Master Fund. As the sole managing member of Soleus Capital Group, LLC, Mr. Guy Levy may be deemed to have shared power to vote or direct the vote and to dispose or to direct the disposition of the Shares held by Master Fund.

Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that Mr. Levy, Soleus Capital, LLC or Soleus Capital Group, LLC is the beneficial owner of the shares of the common stock of the Issuer referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of their respective pecuniary interests therein.

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

Not applicable.

# Item 6. Ownership of More than Five 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

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. Certification

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, 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.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

**Date:** September 2, 2022 Soleus Capital Master Fund, L.P.

By: Soleus Capital, LLC, its General Partner

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Soleus Capital, LLC

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date:** September 2, 2022 Soleus Capital Group, LLC

By: /s/ Guy Levy

Name: Guy Levy
Title: Managing Member

**Date:** September 2, 2022 /s/ Guy Levy

Name: Guy Levy

## Footnotes:

Date: September 2, 2022

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

# EXHIBIT A JOINT FILING AGREEMENT

Soleus Capital Master Fund, L.P., a Cayman Islands exempted limited partnership, Soleus Capital, LLC, a Delaware limited liability company, Soleus Capital Group, LLC, a Delaware limited liability company, and Mr. Guy Levy, an individual, hereby agree to file jointly the statement on Schedule 13G to which this Joint Filing Agreement is attached, and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934, as amended.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other party unless such party knows or has reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13G, and any amendments hereto, filed on behalf of each of the parties hereto.

Date: September 2, 2022 Soleus Capital Master Fund, L.P.

Date: September 2, 2022

Date: September 2, 2022

By: Soleus Capital, LLC, its General Partner

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Soleus Capital, LLC

By: Soleus Capital Group, LLC, its Managing Manager

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

Soleus Capital Group, LLC

By: /s/ Guy Levy

Name: Guy Levy

Title: Managing Member

**Date**: September 2, 2022 /s/ Guy Levy

Name: Guy Levy