

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>ORBIMED ADVISORS LLC</u> (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Decibel Therapeutics, Inc. [DBTX]</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) 02/17/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	02/17/2021		C		2,732,106	A	(1)	2,732,106	I	See footnotes ⁽²⁾⁽⁵⁾
Common Stock	02/17/2021		C		327,852	A	(1)	327,852	I	See footnotes ⁽³⁾⁽⁵⁾
Common Stock	02/17/2021		C		218,568	A	(1)	218,568	I	See footnotes ⁽⁴⁾⁽⁵⁾
Common Stock	02/17/2021		P		1,111,100	A	\$18	3,843,206	I	See footnotes ⁽²⁾⁽⁵⁾
Common Stock	02/17/2021		P		555,566	A	\$18	883,418	I	See footnotes ⁽³⁾⁽⁵⁾

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	Title	Amount or Number of Shares				
Series D Preferred Stock	(1)	02/17/2021		C			14,480,162	(1)	(1)	Common Stock	2,732,106	\$0.00	0	I	See footnotes ⁽²⁾⁽⁵⁾
Series D Preferred Stock	(1)	02/17/2021		C			1,737,619	(1)	(1)	Common Stock	327,852	\$0.00	0	I	See footnotes ⁽³⁾⁽⁵⁾
Series D Preferred Stock	(1)	02/17/2021		C			1,158,412	(1)	(1)	Common Stock	218,568	\$0.00	0	I	See footnotes ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
ORBIMED ADVISORS LLC
 (Last) (First) (Middle)
 601 LEXINGTON AVENUE, 54TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
OrbiMed Capital GP VIII LLC
 (Last) (First) (Middle)
 601 LEXINGTON AVENUE, 54TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[OrbiMed Genesis GP LLC](#)

(Last) (First) (Middle)
601 LEXINGTON AVENUE, 54TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORBIMED CAPITAL LLC](#)

(Last) (First) (Middle)
601 LEXINGTON AVENUE, 54TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

- On February 17, 2021, the Series D Preferred Stock automatically converted into Common Stock on a 5.3-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- These securities are held of record by OrbiMed Private Investments VIII, LP ("OPI VIII"). OrbiMed Capital GP VIII LLC ("GP VIII") is the general partner of OPI VIII. OrbiMed Advisors LLC ("OrbiMed Advisors") is the managing member of GP VIII. By virtue of such relationship, OrbiMed Advisors and GP VIII may be deemed to have voting power and investment power over the securities held by OPI VIII and as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPI VIII.
- These securities are held of record by OrbiMed Partners Master Fund Limited ("OPM"). OrbiMed Capital LLC ("OrbiMed Capital") is the investment advisor of OPM. OrbiMed Capital is a relying advisor of OrbiMed Advisors. OrbiMed Advisors and OrbiMed Capital exercise voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPM.
- These securities are held of record by OrbiMed Genesis Master Fund, L.P. ("Genesis"). OrbiMed Genesis GP LLC ("Genesis GP") is the general partner of Genesis. OrbiMed Advisors is the managing member of Genesis GP. By virtue of such relationship, OrbiMed Advisors and Genesis GP may be deemed to have voting power and investment power over the securities held by Genesis and as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by Genesis.
- This report on Form 4 is jointly filed by OrbiMed Advisors, GP VIII, OrbiMed Capital, and Genesis GP. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. The Reporting Persons have designated a representative, Peter A. Thompson, an employee of OrbiMed Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any such entity or person is a beneficial owner of such securities for purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

[OrbiMed Advisors LLC, By: /s/ Douglas Coon, authorized signatory](#) 02/19/2021

[OrbiMed Capital GP VIII LLC, By: /s/ Douglas Coon, authorized signatory](#) 02/19/2021

[OrbiMed Genesis GP LLC, By: /s/ Douglas Coon, authorized signatory](#) 02/19/2021

[OrbiMed Capital LLC, By: /s/ Douglas Coon, authorized signatory](#) 02/19/2021

** 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.