
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

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

Rain Therapeutics Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

75082Q105
(CUSIP Number)

David A. Brown
Alston & Bird LLP
950 F Street, N.W.
Washington, DC 20004-1404
202-239-3463

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 27, 2021
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

* 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 disclosures provided in a prior cover page.

The information required on 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	NAMES OF REPORTING PERSONS Boxer Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,894,192*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,894,192*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,894,192*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.99%**	
14	TYPE OF REPORTING PERSON (See Instructions) OO	

* Includes 719,192 shares of Common Stock that Boxer Capital has the right to acquire upon the conversion of shares of the Issuer's non-voting common stock on a one-for-one basis.

** Based on 18,960,882 shares of the Issuer's common stock outstanding, which is the sum of (i) 18,241,690 shares of common stock outstanding upon completion of the Issuer's initial public offering, as set forth in the Issuer's prospectus filed with the Securities and Exchange Commission on April 23, 2021 (the "Final Prospectus"), assuming no exercise of the underwriters' option to purchase up to an additional 1,102,941 shares of Common Stock, and (ii) 719,192 shares of common stock that Boxer Capital has the right to acquire upon the conversion of shares of the Issuer's non-voting common stock on a one-for-one basis.

1	NAMES OF REPORTING PERSONS Boxer Asset Management Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Bahamas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,894,192*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,894,192*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,894,192*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.99%**	
14	TYPE OF REPORTING PERSON (See Instructions) CO	

* Includes 719,192 shares of common stock that Boxer Capital has the right to acquire upon the conversion of shares of the Issuer's non-voting common stock on a one-for-one basis.

** Based on 18,960,882 shares of the Issuer's common stock outstanding, which is the sum of (i) 18,241,690 shares of common stock outstanding upon completion of the Issuer's initial public offering, as set forth in the Final Prospectus, assuming no exercise of the underwriters' option to purchase up to an additional 1,102,941 shares of common stock and (ii) 719,192 shares of common stock that Boxer Capital has the right to acquire upon the conversion of shares of the Issuer's non-voting common stock on a one-for-one basis.

1	NAMES OF REPORTING PERSONS Joe Lewis	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,894,192*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,894,192*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,894,192*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.99%**	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

* Includes 719,192 shares of common stock that Boxer Capital has the right to acquire upon the conversion of shares of the Issuer's non-voting common stock on a one-for-one basis.

** Based on 18,960,882 shares of the Issuer's common stock outstanding, which is the sum of (i) 18,241,690 shares of Comm common stock outstanding upon completion of the Issuer's initial public offering, as set forth in the Final Prospectus, assuming no exercise of the underwriters' option to purchase up to an additional 1,102,941 shares of common stock and (ii) 719,192 shares of common stock that Boxer Capital has the right to acquire upon the conversion of shares of the Issuer's non-voting common stock on a one-for-one basis.

1	NAMES OF REPORTING PERSONS MVA Investors, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%	
14	TYPE OF REPORTING PERSON (See Instructions) OO	

* See Item 5.

1	NAMES OF REPORTING PERSONS Aaron I. Davis	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

* See Item 5.

Item 1. Security and Issuer.

This Schedule 13D relates to the shares of voting common stock, \$0.001 par value per share (the “Common Stock”), of Rain Therapeutics Inc., a Delaware corporation (the “Issuer”). The principal executive office of the Issuer is located at 8000 Jarvis Avenue, Suite 204, Newark, CA 94560.

Item 2. Identity and Background.

This Schedule 13D is jointly filed by Boxer Capital, LLC, (“Boxer Capital”), Boxer Asset Management Inc. (“Boxer Management”), MVA Investors, LLC (“MVA Investors”), Aaron I. Davis and Joe Lewis (collectively, the “Reporting Persons”). Boxer Management, a corporation organized under the laws of the Bahamas, is the managing member and majority owner of Boxer Capital, a limited liability company organized under the laws of Delaware. Joe Lewis is the sole indirect owner of and controls Boxer Management.

Each of Boxer Capital and Boxer Management are primarily engaged in the business of investing in securities. Joe Lewis is a citizen of the United Kingdom and his present principal occupation or employment is engaging in business as a private investor including through the investments of Boxer Capital.

MVA Investors, a limited liability company organized under the laws of Delaware, is the independent, personal investment vehicle of certain employees of Boxer Capital. MVA Investors is primarily engaged in the business of investment in securities. Aaron I. Davis, a citizen of the United States and the Chief Executive Officer of Boxer Capital, is a member of and has voting and dispositive power over securities held by MVA Investors.

By virtue of these relationships and pursuant to the SEC’s beneficial ownership rules, the Reporting Persons may be deemed to be members of a group.

The address of each of Boxer Capital, MVA Investors and Aaron I. Davis for purposes of this filing is: 12860 El Camino Real, Suite 300, San Diego, CA 92130. The address of each of Boxer Management and Joe Lewis for purposes of this filing is: c/o Cay House, EP Taylor Drive N7776, Lyford Cay, New Providence, Bahamas.

Set forth on Schedule A, and incorporated herein by reference, is the (a) name, (b) residence or business address, (c) present principal occupation or employment and (d) citizenship, of each executive officer and director of each of Boxer Capital, Boxer Management and MVA Investors, and (e) name of any corporation or other organization in which such occupation or employment is conducted, together with the principal business and address of any such corporation or organization other than Boxer Capital, Boxer Management or MVA Investors.

The Reporting Persons have not, during the past five years, (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the Common Stock purchased and currently owned by the Reporting Persons is \$19,848,208. The source of the funding for the purchases of the Common Stock was the general working capital of Boxer Capital. The information set forth in Item 4 below is incorporated herein by reference.

Item 4. Purpose of Transaction.

The Reporting Persons acquired their positions in the Common Stock for investment purposes. The Reporting Persons acquired the shares of Common Stock from the Issuer through a combination of private placements prior to the Issuer becoming a public company, the Issuer’s initial public offering and open market purchases. While the Reporting Persons do not have any current plans, proposals or agreements with respect to the shares of Common Stock except as otherwise disclosed herein, the Reporting Persons may, from time to time and at any time, acquire additional shares of Common Stock in the open market or otherwise and reserve the right to dispose of any or all of the shares of Common Stock in the open market or otherwise, at any time and from time to time, and to engage in any hedging or similar transactions with respect to the shares of Common Stock.

Aaron I. Davis serves as a member of the board of directors of the Issuer, and, in such capacity, may have influence over the corporate activities of the Issuer, including activities which may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D, although, the Reporting Persons, at any time and from time to time, may review, reconsider and change their position and/or change their purpose and/or develop such plans and may seek to influence management or the board of directors of the Issuer with respect to the business and affairs of the Issuer and may from time to time consider pursuing or proposing such matters with advisors, the Issuer or other persons.

Open Market Purchases and Initial Public Offering

On April 23, 2021, Boxer Capital purchased 25,000 shares of Common Stock at \$15.58 per share and 125,000 shares of Common Stock at \$16.27 per share. Boxer Capital purchased 1,025,000 shares of Common Stock at \$17.00 per share in the Issuer's initial public offering, which closed on April 27, 2021. Boxer Capital purchased these shares of Common Stock for investment purposes.

Acquisitions Prior to the Issuer's Initial Public Offering

Prior to the Issuer's initial public offering, Boxer Capital purchased 3,263,986 shares of the Issuer's Series B convertible preferred stock, \$0.001 par value (the "Series B Preferred Stock") at an aggregate purchase price of \$19,485,996 and MVA Investors purchased 86,097 shares of the Issuer's Series B Preferred Stock at an aggregate purchase price of \$513,999. Pursuant to an Exchange Agreement, dated April 17, 2021, upon the closing of the Issuer's initial public offering, Boxer Capital's shares of Series B Preferred Stock converted into 3,022,489 shares of the Issuer's non-voting common stock, par value \$0.001 per share, (the "Non-Voting Common Stock"), and MVA Investors' shares of Series B Preferred Stock converted into 79,726 shares of the Issuer's Non-Voting Common Stock. Each share of Non-Voting Common Stock is convertible into one share of Common Stock at any time at the option of the holder without payment or additional consideration, subject to a 9.99% beneficial ownership limitation (the "Beneficial Ownership Limitation") which may be increased or decreased by the holder upon 61 days' notice to the Issuer.

Item 5. Interest in Securities of the Issuer.

All percentages are based on 18,960,882 shares of the Issuer's Common Stock outstanding, which is the sum of (i) 18,241,690 shares of Common Stock outstanding upon completion of the Issuer's initial public offering, as set forth in the Final Prospectus, assuming no exercise of the underwriters' option to purchase up to an additional 1,102,941 shares of Common Stock, and (ii) 719,192 shares of Common Stock that Boxer Capital has the right to acquire upon the conversion of shares of Non-Voting Common Stock on a one-for-one basis..

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 1,894,192 shares of Common Stock, representing 9.99% of the outstanding shares of Common Stock.

Boxer Capital, Boxer Management and Joe Lewis beneficially own 1,894,192 shares of Common Stock which represents 9.99% of the outstanding Common Stock. MVA Investors and Aaron I. Davis do not beneficially own any shares of Common Stock. Boxer Capital owns 2,303,297 shares of Non-Voting Common Stock that that because of the Beneficial Ownership Limitation it does not currently have the right to convert to shares of Common Stock. MVA Investors owns 79,726 shares of Non-Voting Common Stock that because of the Beneficial Ownership Limitation it does not currently have the right to convert to shares of Common Stock.

(b) With respect to any rights or powers to vote, or to direct the vote of, or to dispose of, or to direct the disposition of, the Common Stock owned by the Reporting Persons:

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

None of the Reporting Persons has the sole power to vote or to direct the vote of any of the shares of Common Stock they beneficially own.

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

Boxer Capital, Boxer Management and Joe Lewis have shared power to vote or to direct the vote of the 1,894,192 shares of Common Stock they beneficially own.

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

None of the Reporting Persons has the sole power to dispose or to direct the disposition of any of the shares of Common Stock they beneficially own.

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

Boxer Capital, Boxer Management and Joe Lewis have shared power to dispose or to direct the disposition of the 1,894,192 shares of Common Stock they beneficially own.

(c) Other than as described herein, the Reporting Persons have not engaged in any transactions in the Common Stock in the past 60 days.

(d) No other person has the right to receive or the power to direct the receipt of dividends, or proceeds of sale of such securities outlined in this report.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated May 3, 2021, among Boxer Capital, Boxer Management, Joe Lewis, MVA Investors and Aaron I. Davis.

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.

Dated: May 3, 2021

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Chief Executive Officer

BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender

Name: Jason Callender

Title: Director

JOSEPH C. LEWIS

By: /s/ Joseph C. Lewis

Joseph C. Lewis, Individually

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Authorized Signatory

AARON I. DAVIS

By: /s/ Aaron I. Davis

Aaron I. Davis, Individually

ADDITIONAL INFORMATION CONCERNING THE REPORTING PERSONS

BOXER CAPITAL, LLC

The executive officers and managers of Boxer Capital, LLC are set forth below. The individuals' business addresses are 12860 El Camino Real, Suite 300, San Diego, CA 92130. Except as otherwise stated, the present principal occupation or employment set forth below opposite the name refers to employment with Boxer Capital, LLC.

Name	Present Principal Occupation or Employment	Citizenship
Aaron I. Davis	Member, Chief Executive Officer	United States
Shehan B. Dissanayake	Member	United States
Christopher Fuglesang	Member	United States
Boxer Management	Manager	Bahamas

BOXER ASSET MANAGEMENT INC.

The executive officers and directors of Boxer Asset Management Inc. are set forth below. Each individual's business address is c/o Cay House, EP Taylor Drive N7776 Lyford Cay, New Providence, Bahamas. Except as otherwise stated, the present principal occupation or employment set forth below opposite the name of each person refers to employment with Boxer Asset Management Inc.

Name	Present Principal Occupation or Employment	Citizenship
Joe Lewis	Director, President	United Kingdom
Jason Callender	Director, Vice President	United States

MVA INVESTORS, LLC

The executive officers and directors of MVA Investors, LLC are set forth below. The individuals' business addresses are 12860 El Camino Real, Suite 300, San Diego, CA 92130. Except as otherwise stated, the present principal occupation or employment set forth below opposite the name refers to employment with MVA Investors, LLC.

Name	Present Principal Occupation or Employment	Citizenship
Aaron I. Davis	Member, Chief Executive Officer, Employee of Tavistock Life Sciences Company	United States
Christopher Fuglesang	Member, President, Employee of Tavistock Life Sciences Company	United States
Shehan B. Dissanayake	Member, Manager, Employee of Tavistock Life Sciences Company	United States

EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement, dated May 3, 2021, among Boxer Capital, Boxer Management, Joe Lewis, MVA Investors and Aaron I. Davis.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D and any amendments to it with respect to Common Stock, \$0.001 par value per share, of Rain Therapeutics Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to those joint filings. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: May 3, 2021

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Chief Executive Officer

BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender

Name: Jason Callender

Title: Director

JOSEPH C. LEWIS

By: /s/ Joseph C. Lewis

Joseph C. Lewis, Individually

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Authorized Signatory

AARON I. DAVIS

By: /s/ Aaron I. Davis

Aaron I. Davis, Individually