

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Boxer Capital, LLC</u> <hr/> (Last) (First) (Middle) 11682 EL CAMINO REAL, SUITE 320 <hr/> (Street) SAN DIEGO CA 92130 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/22/2021	3. Issuer Name and Ticker or Trading Symbol <u>Rain Therapeutics Inc. [RAIN]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	3,263,986 ⁽¹⁾	(1)	D ⁽²⁾⁽³⁾	

1. Name and Address of Reporting Person*
Boxer Capital, LLC

 (Last) (First) (Middle)
 11682 EL CAMINO REAL, SUITE 320

 (Street)
 SAN DIEGO CA 92130

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Boxer Asset Management Inc.

 (Last) (First) (Middle)
 C/O CAY HOUSE
 EP TAYLOR DRIVE N7776, LYFORD CAY

 (Street)
 NEW PROVIDENCE C5

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LEWIS JOSEPH

(Last) (First) (Middle)

C/O CAY HOUSE

EP TAYLOR DRIVE N7776, LYFORD CAY

(Street)

NEW PROVIDENCE C5

(City)

(State)

(Zip)

Explanation of Responses:

1. Each share of Series B Preferred Stock is convertible into common stock on a one-for-1.0799 basis into the number of shares of common stock shown in column 3 at any time at the holder's election and will convert automatically upon the closing of the Issuer's initial public offering. The Series B Preferred Stock has no expiration date.
2. These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) Aaron I. Davis, (iv) MVA Investors, LLC, and (v) Joe Lewis (collectively, the "Boxer Group"). Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.
3. These securities are owned indirectly by Boxer Management and Joe Lewis, by virtue of their ownership of Boxer Capital.

Remarks:

Boxer Capital, LLC, By:
/s/ Aaron Davis, Aaron 04/22/2021
Davis, Chief Executive
Officer

Boxer Asset Management
Inc., By: /s/ Jason 04/22/2021
Callender, Jason Callender,
Director

/s/ Joseph C. Lewis 04/22/2021
** 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 5 (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.