

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13G
(Rule 13d-102)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

Outlook Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

69012T305

(CUSIP Number)

September 30, 2024

(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)
- Rule 13d-1(d)

¹ 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 | NAME OF REPORTING PERSON Velan Capital Master Fund LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - |
| | 6 | SHARED VOTING POWER 750,000* |
| | 7 | SOLE DISPOSITIVE POWER - 0 - |
| | 8 | SHARED DISPOSITIVE POWER 750,000* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,000* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%* | |
| 12 | TYPE OF REPORTING PERSON PN | |

* Consists of 750,000 Shares issuable upon the exercise of certain warrants (the "Warrants").

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON Velan Capital Holdings LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - |
| | 6 | SHARED VOTING POWER 750,000* |
| | 7 | SOLE DISPOSITIVE POWER - 0 - |
| | 8 | SHARED DISPOSITIVE POWER 750,000* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,000* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%* | |
| 12 | TYPE OF REPORTING PERSON OO | |

* Consists of 750,000 Shares issuable upon the exercise of the Warrants.

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON Velan Capital Investment Management LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - |
| | 6 | SHARED VOTING POWER 750,000* |
| | 7 | SOLE DISPOSITIVE POWER - 0 - |
| | 8 | SHARED DISPOSITIVE POWER 750,000* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,000* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%* | |
| 12 | TYPE OF REPORTING PERSON PN | |

* Consists of 750,000 Shares issuable upon the exercise of the Warrants.

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON Velan Capital Management LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - |
| | 6 | SHARED VOTING POWER 750,000* |
| | 7 | SOLE DISPOSITIVE POWER - 0 - |
| | 8 | SHARED DISPOSITIVE POWER 750,000* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,000* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%* | |
| 12 | TYPE OF REPORTING PERSON OO | |

* Consists of 750,000 Shares issuable upon the exercise of the Warrants.

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON Adam Morgan | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - |
| | 6 | SHARED VOTING POWER 750,000* |
| | 7 | SOLE DISPOSITIVE POWER - 0 - |
| | 8 | SHARED DISPOSITIVE POWER 750,000* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,000* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%* | |
| 12 | TYPE OF REPORTING PERSON IN | |

* Consists of 750,000 Shares issuable upon the exercise of the Warrants.

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON Balaji Venkataraman | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - |
| | 6 | SHARED VOTING POWER 750,000* |
| | 7 | SOLE DISPOSITIVE POWER - 0 - |
| | 8 | SHARED DISPOSITIVE POWER 750,000* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,000* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1%* | |
| 12 | TYPE OF REPORTING PERSON IN | |

* Consists of 750,000 Shares issuable upon the exercise of the Warrants.

Item 1(a). Name of Issuer:

Outlook Therapeutics, Inc., a Delaware corporation (the “Issuer”).

Item 1(b). Address of Issuer’s Principal Executive Offices:

485 Route 1 South
Building F, Suite 320
Iselin, New Jersey 08830

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Velan Capital Master Fund LP, an exempted limited partnership organized under the laws of the Cayman Islands (“Velan Master”), with respect to the Shares (as defined below) directly and beneficially owned by it;
- (ii) Velan Capital Holdings LLC, a Delaware limited liability company (“Velan GP”), as the general partner of Velan Master;
- (iii) Velan Capital Investment Management LP, a Delaware limited partnership (“Velan Capital”), as the investment manager of Velan Master;
- (iv) Velan Capital Management LLC, a Delaware limited liability company (“Velan IM GP”), as the general partner of Velan Capital;
- (v) Adam Morgan, as a Managing Member of each of Velan GP and Velan IM GP; and
- (vi) Balaji Venkataraman, as a Managing Member of each of Velan GP and Velan IM GP.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal office of Velan Master is 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands. The address of the principal office of each of Velan GP, Velan Capital, Velan IM GP and Messrs. Morgan and Venkataraman is 100 North Main Street, Suite 301, Alpharetta, Georgia 30009.

Item 2(c). Citizenship:

- (i) Velan Master – Cayman Islands
- (ii) Velan GP – Delaware
- (iii) Velan Capital – Delaware
- (iv) Velan IM GP – Delaware
- (v) Mr. Morgan – United States of America
- (vi) Mr. Venkataraman – United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Shares").

Item 2(e). CUSIP Number:

69012T305

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- /x/ Not applicable.
- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // Non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

(a) Amount beneficially owned:

As of the close of business on September 30, 2024:

- i. Velan Master directly beneficially owned 750,000 Shares, consisting of 750,000 Shares issuable upon the exercise of the Warrants;
- ii. Velan GP, as the general partner of Velan Master, may be deemed to beneficially own the 750,000 Shares beneficially owned directly by Velan Master;

- iii. Velan Capital, as the investment manager of Velan Master, may be deemed to beneficially own the 750,000 Shares beneficially owned directly by Velan Master;
- iv. Velan IM GP, as the general partner of Velan Capital, may be deemed to beneficially own the 750,000 Shares beneficially owned directly by Velan Master;
- v. Mr. Morgan, as a Managing Member of each of Velan GP and Velan IM GP, may be deemed to beneficially own the 750,000 Shares beneficially owned directly by Velan Master; and
- vi. Mr. Venkataraman, as a Managing Member of each of Velan GP and Velan IM GP, may be deemed to beneficially own the 750,000 Shares beneficially owned directly by Velan Master.

The filing of this Schedule 13G shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(b) Percent of class:

The following percentages are based on 23,655,636 Shares outstanding as of August 12, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2024, plus the Shares underlying the Warrants that may be exercised by the Reporting Persons.

As of the close of business on September 30, 2024, (i) Velan Master beneficially owns approximately 3.1% of the outstanding Shares, (ii) Velan GP may be deemed to beneficially own approximately 3.1% of the outstanding Shares, (iii) Velan Capital may be deemed to beneficially own approximately 3.1% of the outstanding Shares, (iv) Velan IM GP may be deemed to beneficially own approximately 3.1% of the outstanding Shares, (v) Mr. Morgan may be deemed to beneficially own approximately 3.1% of the outstanding Shares and (vi) Mr. Venkataraman may be deemed to beneficially own approximately 3.1% of the outstanding Shares.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:
See Cover Pages Items 5-9.
- (ii) Shared power to vote or to direct the vote:
See Cover Pages Items 5-9.
- (iii) Sole power to dispose or to direct the disposition of:
See Cover Pages Items 5-9.
- (iv) Shared power to dispose or to direct the disposition of:
See Cover Pages Items 5-9.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1 to the Schedule 13G filed on March 28, 2024.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of 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 his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 7, 2024

Velan Capital Master Fund LP

By: Velan Capital Holdings LLC
General Partner

By: /s/ Adam Morgan

Name: Adam Morgan
Title: Managing Member

Velan Capital Holdings LLC

By: /s/ Adam Morgan

Name: Adam Morgan
Title: Managing Member

Velan Capital Investment Management LP

By: Velan Capital Management LLC
General Partner

By: /s/ Adam Morgan

Name: Adam Morgan
Title: Managing Member

Velan Capital Management LLC

By: /s/ Adam Morgan

Name: Adam Morgan
Title: Managing Member

/s/ Adam Morgan

Adam Morgan

/s/ Balaji Venkataraman

Balaji Venkataraman