
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Cardiff Oncology, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

14147L108

(CUSIP Number)

12/10/2024

(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)

SCHEDULE 13G

CUSIP No. 14147L108

Names of Reporting Persons

1

COMMODORE CAPITAL LP

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of 5 Sole Voting Power
Shares

Beneficially Owned by Each Reporting Person With: 0.00
Shared Voting Power
6
5,384,616.00
Sole Dispositive Power
7
0.00
Shared Dispositive Power
8
5,384,616.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,384,616.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

8.1 %

12 Type of Reporting Person (See Instructions)

IA

Comment for Type of Reporting Person: See Item 2 for additional information.

SCHEDULE 13G

CUSIP No. 14147L108

1 Names of Reporting Persons

Commodore Capital Master LP

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

Sole Voting Power

5
0.00

Number of Shares Beneficially Owned by Each Reporting Person With: Shared Voting Power

6
5,384,616.00

Sole Dispositive Power

7
0.00

Shared Dispositive Power

8
5,384,616.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,384,616.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

8.1 %

Type of Reporting Person (See Instructions)

12

OO

Comment for Type of Reporting Person: See Item 2 for additional information.

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Cardiff Oncology, Inc.

Address of issuer's principal executive offices:

(b)

11055 FLINTKOTE AVENUE, SAN DIEGO, CALIFORNIA, 92121.

Item 2.

Name of person filing:

This report on Schedule 13G is being filed by Commodore Capital LP, a Delaware limited partnership (the "Firm") and Commodore Capital Master LP, a Cayman Islands exempted limited partnership ("Commodore Master"). The Firm is the investment manager to Commodore Master. As of December 10, 2024, the Firm may be deemed to beneficially own an aggregate of 5,384,616 shares of common stock, \$0.0001 par value (the "Common Stock"), of the Issuer. The Firm, as the investment manager to Commodore Master, may be deemed to beneficially own these securities. Michael Kramarz and Robert Egen Atkinson are the managing partners of the Firm and exercise investment discretion with respect to these securities. Ownership percentages are based on 66,524,182 shares of Common Stock reported as issued and outstanding in the Issuer's Rule 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on December 11, 2024.

(a)

Address or principal business office or, if none, residence:

(b)

The address for the Firm and Commodore Master is: 444 Madison Avenue, Floor 35, New York, New York 10022.
Citizenship:

(c)

The Firm is a Delaware limited partnership and Commodore Master is a Cayman Islands exempted limited partnership.

Title of class of securities:

(d)

Common Stock, \$0.0001 par value

CUSIP No.:

(e)

14147L108

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. 78c);

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

(k)

Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

- Item 4. Ownership
Amount beneficially owned:
- (a) 5384616.00
Percent of class:
- (b) 8.1 %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote:
5384616.00
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
5384616.00

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

Item 6. Ownership of more than 5 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 or Control Person.
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. Certifications:
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 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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

COMMODORE CAPITAL LP

Signature: /s/ Michael Kramarz
Name/Title: Michael Kramarz, Managing Partner
Date: 12/17/2024

Commodore Capital Master LP

Signature: /s/ Michael Kramarz
Name/Title: Michael Kramarz, Authorized Signatory
Date: 12/17/2024

Exhibit Information

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: December 17, 2024

Commodore Capital LP

By: /s/ Michael Kramarz
Michael Kramarz, Managing Partner

Commodore Capital Master LP

By: /s/ Michael Kramarz
Michael Kramarz, Authorized Signatory
