

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**BeyondSpring Inc.**  
(Name of Issuer)

**Ordinary Shares, par value \$0.0001 per share**  
(Title of Class of Securities)

**G10830100**  
(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)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. G10830100

Names of Reporting Persons

1. Decheng Capital China Life Sciences USD Fund III, L.P.

Check the Appropriate Box if a Member of a Group (See Instructions)

2.

(a)  (b)  (1)

3.

SEC Use Only

Citizenship or Place of Organization

4.

Cayman Islands

5. Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

6. Shared Voting Power

1,979,073 (2)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,979,073 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,979,073 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11.

4.9% (3)

Type of Reporting Person (See Instructions)

12.

PN

(1) This Schedule 13G is filed by Decheng Capital China Life Sciences USD Fund III, L.P. ("Fund III"), Decheng Capital Management III (Cayman), LLC ("GP III"), Decheng Capital China Life Sciences USD Fund II, L.P. ("Fund II"), Decheng Capital Management II (Cayman), LLC ("GP II"), Decheng Capital Global Healthcare Fund (Master), LP ("Healthcare"), Decheng Capital Global Healthcare GP, LLC ("Healthcare GP") and Xiangmin Cui ("Dr. Cui" and, with Fund III, GP III, Fund II, GP II, Healthcare and Healthcare GP, collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) Consists of 1,979,073 Ordinary Shares held directly by Fund III. GP III is the general partner of Fund III and Dr. Cui is the sole voting manager of GP III. Fund III, GP III and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund III.

(3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the Securities and Exchange Commission (the "SEC") on August 29, 2024.

CUSIP No. G10830100

Names of Reporting Persons

1. Decheng Capital Management III (Cayman), LLC
- Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)  (b)  (1)

3. SEC Use Only

Citizenship or Place of Organization

4. Cayman Islands

5. Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

6. Shared Voting Power

1,979,073 (2)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,979,073 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 1,979,073 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 4.9% (3)

Type of Reporting Person (See Instructions)

12. OO

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

- (2) Consists of 1,979,073 Ordinary Shares held directly by Fund III. GP III is the general partner of Fund III and Dr. Cui is the sole voting manager of GP III. Fund III, GP III and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund III.

- (3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

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CUSIP No. G10830100

Names of Reporting Persons

1. Decheng Capital China Life Sciences USD Fund II, L.P.

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)  (b)  (1)

3. SEC Use Only

Citizenship or Place of Organization

4. Cayman Islands

5. Sole Voting Power

0

Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power  
1,979,070 (2)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,979,070 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 1,979,070 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 4.9% (3)

Type of Reporting Person (See Instructions)

12. PN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

- (2) Consists of 1,979,070 Ordinary Shares held directly by Fund II. GP II is the general partner of Fund II and Dr. Cui is the sole voting manager of GP II. Fund II, GP II and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund II.
- (3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

CUSIP No. G10830100

Names of Reporting Persons

1. Decheng Capital Management II (Cayman), LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)  (b)  (1)

3. SEC Use Only

Citizenship or Place of Organization

4. Cayman Islands

5. Sole Voting Power

0

Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power

1,979,070 (2)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,979,070 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 1,979,070 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 4.9% (3)

Type of Reporting Person (See Instructions)

12. OO

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) Consists of 1,979,070 Ordinary Shares held directly by Fund II. GP II is the general partner of Fund II and Dr. Cui is the sole voting manager of GP II. Fund II, GP II and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund II.

(3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

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CUSIP No. G10830100

Names of Reporting Persons

1. Decheng Capital Global Healthcare Fund (Master), LP

Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)  (b)  (1)

3. SEC Use Only

Citizenship or Place of Organization

4. Cayman Islands

5. Sole Voting Power

0

Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power

1,000,000 (2)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,000,000 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 1,000,000 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 2.5% (3)

Type of Reporting Person (See Instructions)

12.

PN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

- (2) Consists of 1,000,000 Ordinary Shares held directly by Healthcare. Healthcare GP is the general partner of Healthcare and Dr. Cui is the indirect managing member and ultimate beneficial owner of Healthcare GP. Healthcare, Healthcare GP and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Healthcare.

- (3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

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CUSIP No. G10830100

Names of Reporting Persons

1.

Decheng Capital Global Healthcare GP, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2.

(a)  (b)  (1)

3.

SEC Use Only

Citizenship or Place of Organization

4.

Cayman Islands

5. Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

6. Shared Voting Power

1,000,000 (2)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

8.

1,000,000 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,000,000 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11.  
2.5% (3)

Type of Reporting Person (See Instructions)

12.  
OO

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) Consists of 1,000,000 Ordinary Shares directly by Healthcare. Healthcare GP is the general partner of Healthcare and Dr. Cui is the indirect managing member and ultimate beneficial owner of Healthcare GP. Healthcare, Healthcare GP and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Healthcare.

(3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

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CUSIP No. G10830100

Names of Reporting Persons

1.  
Xiangmin Cui

Check the Appropriate Box if a Member of a Group (See Instructions)

2.  
(a)  (b)  (1)

3. SEC Use Only

Citizenship or Place of Organization

4.  
United States

5. Sole Voting Power

0

Number of  
Shares

6. Shared Voting Power

Beneficially  
Owned by

4,958,143 (2)

Each  
Reporting

7. Sole Dispositive Power

Person

0

With

8. Shared Dispositive Power

4,958,143 (2)



Aggregate Amount Beneficially Owned by Each Reporting Person

9. 4,958,143 (2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)    "
11. Percent of Class Represented by Amount in Row (9)  
12.3% (3)
12. Type of Reporting Person (See Instructions)  
IN
- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) Consists of (i) 1,979,073 Ordinary Shares held directly by Fund III; (ii) 1,979,070 Ordinary Shares held directly by Fund II; and (iii) 1,000,000 Ordinary Shares held directly by Healthcare. GP III is the general partner of Fund III and Dr. Cui is the sole manager of GP III. Fund III, GP III and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund III. GP II is the general partner of Fund II and Dr. Cui is the sole voting manager of GP II. Fund II, GP II and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund II. Healthcare GP is the general partner of Healthcare and Dr. Cui is the indirect managing member and ultimate beneficial owner of Healthcare GP. Healthcare, Healthcare GP and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Healthcare.
- (3) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

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**Explanatory Note:** This Amendment No. 1 to Schedule 13G amends the Schedule 13G originally filed by Decheng Capital Management III (Cayman), LLC on February 14, 2022.

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**Item 1.**

- (a) Name of Issuer  
BeyondSpring Inc.
- (b) Address of Issuer's Principal Executive Offices  
100 Campus Drive, West Side, 4<sup>th</sup> Floor, Suite 410, Florham Park, NJ 07932

**Item 2.**

(a) Name of Person Filing

Decheng Capital China Life Sciences USD Fund III, L.P. ("Fund III")  
Decheng Capital Management III (Cayman), LLC ("GP III")  
Decheng Capital China Life Sciences USD Fund II, L.P. ("Fund II")  
Decheng Capital Management II (Cayman), LLC ("GP II")  
Decheng Capital Global Healthcare Fund (Master), LP ("Healthcare")  
Decheng Capital Global Healthcare GP, LLC ("Healthcare GP")  
Xiangmin Cui ("Dr. Cui")

(b) Address of Principal Business Office or, if none, Residence

3000 Sand Hill Road, Building 2, Suite 110, Menlo Park, CA 94025

(c) Citizenship

Entities: Fund III - Cayman Islands  
GP III - Cayman Islands  
Fund II - Cayman Islands  
GP II - Cayman Islands  
Healthcare - Cayman Islands  
Healthcare GP - Cayman Islands

Individuals: Dr. Cui - United States

(d) Title of Class of Securities

Ordinary Shares, par value \$0.0001 per share ("Ordinary Shares")

(e) CUSIP Number

G10830100

**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:**

Not applicable

**Item 4. Ownership**

The following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 is provided as of September 30, 2024:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class(4)
Fund III (1)	1,979,073		1,979,073		1,979,073	1,979,073	4.9%
GP III (1)			1,979,073		1,979,073	1,979,073	4.9%
Fund II (2)	1,979,070		1,979,070		1,979,070	1,979,070	4.9%
GP II (2)			1,979,070		1,979,070	1,979,070	4.9%

Healthcare (3)	1,000,000	1,000,000	1,000,000	1,000,000	2.5%
Healthcare GP (3)		1,000,000	1,000,000	1,000,000	2.5%
Dr. Cui (1) (2) (3)		4,958,143	4,958,143	4,958,143	12.3%

- (1) Includes 1,979,073 Ordinary Shares held directly by Fund III. GP III is the general partner of Fund III and Dr. Cui is the sole manager of GP III. Fund III, GP III and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund III.
- (2) Includes 1,979,070 Ordinary Shares held directly by Fund II. GP II is the general partner of Fund II and Dr. Cui is the sole voting manager of GP II. Fund II, GP II and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Fund II.
- (3) Includes 1,000,000 Ordinary Shares held directly by Healthcare. Healthcare GP is the general partner of Healthcare and Dr. Cui is the indirect managing member and ultimate beneficial owner of Healthcare GP. Healthcare, Healthcare GP and Dr. Cui may be deemed to share voting and dispositive power with respect to the shares held directly by Healthcare.
- (4) This calculation is based on 40,300,350 Ordinary Shares outstanding as of June 30, 2024, as reported in the Issuer's Form 6-K filed with the SEC on August 29, 2024.

**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 "

**Item 6. Ownership of More than Five 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. Certification**

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 such 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.

Dated: November 14, 2024

**Decheng Capital China Life Sciences USD Fund III, L.P.**

**By its General Partner  
Decheng Capital Management III (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Management III (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Global Healthcare Fund (Master), LP**

**By its General Partner  
Decheng Capital Global Healthcare GP, LLC**

**By its Manager  
Decheng Capital, LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

/s/ Xiangmin Cui

**Decheng Capital China Life Sciences USD Fund II, L.P.**

**By its General Partner  
Decheng Capital Management II (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Management II (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Global Healthcare GP, LLC**

**By its Manager  
Decheng Capital, LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

12

**Exhibit(s):**

[A Joint Filing Agreement](#)

13

EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Ordinary Shares of BeyondSpring Inc. is filed on behalf of each of us.

Dated: November 14, 2024

**Decheng Capital China Life Sciences USD Fund III, L.P.**

**By its General Partner  
Decheng Capital Management III (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Management III (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Global Healthcare Fund (Master), LP**

**By its General Partner  
Decheng Capital Global Healthcare GP, LLC**

**By its Manager  
Decheng Capital, LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

/s/ Xiangmin Cui

**Decheng Capital China Life Sciences USD Fund II, L.P.**

**By its General Partner  
Decheng Capital Management II (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Management II (Cayman), LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager

**Decheng Capital Global Healthcare GP, LLC**

**By its Manager  
Decheng Capital, LLC**

By:/s/ Xiangmin Cui  
Name: Xiangmin Cui  
Title: Manager