
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

Abivax SA

(Name of Issuer)

Ordinary Shares, nominal value 0.01 euro per share

(Title of Class of Securities)

00370M103

(CUSIP Number)

09/30/2025

(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. 00370M103

Names of Reporting Persons

1

Venrock Healthcare Capital Partners III, L.P.

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

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	576,729.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	576,729.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	576,729.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	0.8 %
12	Type of Reporting Person (See Instructions)
	PN

SCHEDULE 13G

CUSIP No. 00370M103

1	Names of Reporting Persons
	VHCP Co-Investment Holdings III, LLC
	Check the appropriate box if a member of a Group (see instructions)
2	<input checked="" type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	576,729.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	576,729.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	576,729.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>

11 Percent of class represented by amount in row (9)
0.8 %
Type of Reporting Person (See Instructions)
12 OO

SCHEDULE 13G

CUSIP No. 00370M103

Names of Reporting Persons

1 Venrock Healthcare Capital Partners EG, L.P.
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

Sole Voting Power

5 0.00

Number of
Shares

Shared Voting Power

Beneficially
Owned by

6 576,729.00

Each
Reporting

Sole Dispositive Power

Person

7 0.00

With:
Shared Dispositive
Power

8 576,729.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 576,729.00

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

10

Percent of class represented by amount in row (9)

11 0.8 %

Type of Reporting Person (See Instructions)

12 PN

SCHEDULE 13G

CUSIP No. 00370M103

Names of Reporting Persons

1 VHCP Management III, LLC
2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6

576,729.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

576,729.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

576,729.00

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

10

Percent of class represented by amount in row (9)

11

0.8 %

Type of Reporting Person (See Instructions)

12

OO

SCHEDULE 13G

CUSIP No. 00370M103

Names of Reporting Persons

1

VHCP Management EG, LLC

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 Shares Beneficially Owned by Each Reporting Person With:

5

0.00

Shared Voting Power

6

576,729.00

Sole Dispositive Power

7

0.00

8 Shared Dispositive

Power

576,729.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

576,729.00

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

10

Percent of class represented by amount in row (9)

11

0.8 %

Type of Reporting Person (See Instructions)

12

OO

SCHEDULE 13G

CUSIP No. 00370M103

Names of Reporting Persons

1

Nimish Shah

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

UNITED STATES

Sole Voting Power

5

0.00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

Shared Voting Power

6

576,729.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

576,729.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

576,729.00

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

10

Percent of class represented by amount in row (9)

11

0.8 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

00370M103

CUSIP No.

Names of Reporting Persons

1

Bong Y. Koh

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

UNITED STATES

Sole Voting Power

5

0.00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

Shared Voting Power

6

576,729.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

576,729.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

576,729.00

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

10

Percent of class represented by amount in row (9)

11

0.8 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Abivax SA

Address of issuer's principal executive offices:

(b)

7-11 boulevard Haussmann, Paris, IO, 76009 .

Item 2.

Name of person filing:

(a)

The names of the persons filing this report (collectively, the "Reporting Persons") are: Venrock Healthcare Capital Partners III, L.P. ("VHCP III") VHCP Co-Investment Holdings III, LLC ("VHCP Co-Investment III") Venrock Healthcare Capital Partners EG, L.P. ("VHCP EG") VHCP Management III, LLC ("VHCP Management III") VHCP Management EG, LLC ("VHCP Management EG") Nimish Shah ("Shah") Bong Koh ("Koh") The Reporting Persons are members of a group for the purposes of this Schedule 13G/A.

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

(b)

New York Office: 7 Bryant Park, 23rd Floor New York, NY 10018 Palo Alto Office: 3340 Hillview Avenue Palo Alto, CA 94304

(c) Citizenship:

All of the entities were organized in Delaware. Shah and Koh are both United States citizens.

Title of class of securities:

(d)

Ordinary Shares, nominal value 0.01 euro per share

CUSIP No.:

(e)

00370M103

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:

There is no CUSIP number assigned to the ordinary shares. CUSIP number 00370M103 has been assigned to the American Depositary Shares ("ADSs") of the Issuer. Each ADS represents one ordinary share. Row 9 of each Reporting Person's cover page to this Schedule 13G/A sets forth the aggregate number of ordinary shares of the Issuer beneficially owned by such Reporting Person as of September 30, 2025 and is incorporated by reference. The Reporting Persons' ownership of the Issuer's securities consists of (i) 151,622 ordinary shares in the form of 151,622 ADSs directly held by VHCP III; (ii) 15,167 ordinary shares in the form of 15,167 ADSs directly held by VHCP Co-Investment III; and (iii) 409,940 ordinary shares in the form of 409,940 ADSs directly held by VHCP EG. VHCP Management III is the general partner of VHCP III and the manager of VHCP Co-Investment III. VHCP Management EG is the general partner of VHCP EG. Messrs. Shah and Koh are the voting members of VHCP Management III and VHCP Management EG.

Percent of class:

(b) Row 11 of each Reporting Person's cover page to this Schedule 13G/A sets forth the percentages of the ordinary shares of the Issuer beneficially owned by such Reporting Person as of September 30, 2025 and is incorporated by reference. Such percentage is based upon 73,574,749 ordinary shares of the Issuer outstanding as July 28, 2025, as reported in the Issuer's prospectus supplement dated July 23, 2025 filed with the Securities and Exchange Commission (the "SEC") on July 24, 2025. %

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

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

Row 5 of each Reporting Person's cover page to this Schedule 13G/A sets forth the sole power to vote or to direct the vote of securities of the Issuer beneficially owned by such Reporting Person as of September 30, 2025 and is incorporated by reference.

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

Row 6 of each Reporting Person's cover page to this Schedule 13G/A sets forth the shared power to vote or to direct the vote of securities of the Issuer beneficially owned by such Reporting Person as of September 30, 2025 and is incorporated by reference.

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

Row 7 of each Reporting Person's cover page to this Schedule 13G/A sets forth the sole power to dispose or to direct the disposition of securities of the Issuer beneficially owned by such Reporting Person as of September 30, 2025 and

is incorporated by reference.

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

Row 8 of each Reporting Person's cover page to this Schedule 13G/A sets forth the shared power to dispose or to direct the disposition of securities of the Issuer beneficially owned by such Reporting Person as of September 30, 2025 and is incorporated by reference.

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

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.

Venrock Healthcare Capital Partners III, L.P.

Signature: /s/ Sherman G. Souther

By VHCP Management II, LLC, its General

Name/Title: Partner, By Sherman G. Souther, Authorized Signatory

Date: 11/14/2025

VHCP Co-Investment Holdings III, LLC

Signature: /s/ Sherman G. Souther

Name/Title: By VHCP Management III, LLC, its Manager, By Sherman G. Souther, Authorized Signatory

Date: 11/14/2025

Venrock Healthcare Capital Partners EG, L.P.

Signature: /s/ Sherman G. Souther

By VHCP Management EG, LLC, its General

Name/Title: Partner, By Sherman G. Souther, Authorized Signatory

Date: 11/14/2025

VHCP Management III, LLC

Signature: /s/ Sherman G. Souther

Name/Title: By Sherman G. Souther, Authorized Signatory

Date: 11/14/2025

VHCP Management EG, LLC

Signature: /s/ Sherman G. Souther

Name/Title: By Sherman G. Souther, Authorized Signatory

Date: 11/14/2025

Nimish Shah

Signature: /s/ Sherman G. Souther
Name/Title: By Sherman G. Souther, Attorney-in-fact
Date: 11/14/2025

Bong Y. Koh

Signature: /s/ Sherman G. Souther
Name/Title: By Sherman G. Souther, Attorney-in-fact
Date: 11/14/2025

Exhibit Information

Exhibit 24.1 Power of Attorney for Nimish Shah (incorporated by reference to Exhibit B to Schedule 13G filed November 22, 2023) Exhibit 24.2 Power of Attorney for Bong Koh (incorporated by reference to Exhibit C to Schedule 13G filed on November 22, 2023) Exhibit 99.1 Joint Filing Agreement (incorporated by reference to Exhibit A to Schedule 13G filed on November 22, 2023)