## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934** 

(Amendment No. )\*

## ATEA PHARMACEUTICALS, INC.

(Name of Issuer)

<u>Common Stock, par value \$0.001 per share</u>
(Title of Class of Securities)

04683R106 (CUSIP Number)

December 31, 2020
(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(c)				
☐ Rule 13d-1(d)				
*The remainder of this co	over page shall be filled out for a reportir	ng person's initial filing on this	form with respect to the subject cla	ass of securities, and for

any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

☑ Rule 13d-1(b)

Notes).

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

## CUSIP No. 04683R106

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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		
12	6.5%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	IA, PN		
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## CUSIP No. 04683R106

	NAMES OF REPORTING PERSONS			
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
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	Peter Kolchinsky			
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
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	6.5%			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
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## CUSIP No. 04683R106

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Rajeev Shah			
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
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	5,368,451			
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			
	6.5%			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
	HC, IN			
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#### Item 1(a). Name of Issuer:

Atea Pharmaceuticals, Inc. (the "Issuer")

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

125 Summer Street, Boston, MA 02210

#### Item 2(a). Names of Persons Filing:

The names of the persons filing this report (collectively, the "Reporting Persons") are: RA Capital Management, L.P. ("RA Capital")
Peter Kolchinsky
Rajeev Shah

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

The address of the principal business office of each of the Reporting Persons is: c/o RA Capital Management, L.P., 200 Berkeley Street, 18<sup>th</sup> Floor, Boston MA 02116

#### Item 2(c). <u>Citizenship</u>:

RA Capital is a Delaware limited partnership. Dr. Kolchinsky and Mr. Shah are United States citizens.

#### Item 2(d). <u>Title of Class of Securities</u>:

Common stock, par value \$0.001 per share ("Common Stock")

#### Item 2(e). <u>CUSIP Number</u>:

04683R106

## 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:

- (e) RA Capital Management, L.P. is a registered investment adviser and is filing this statement in accordance with §240.13d-1(b)(1)(ii)(E);
- $(g) \ Peter \ Kolchinsky \ and \ Rajeev \ Shah \ are \ control \ persons \ and \ are \ filing \ this \ statement \ in \ accordance \ with \ \S 240.13d-1(b)(1)(ii)(G).$

#### Item 4. Ownership.

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover pages to this Schedule 13G. The ownership percentages reported are based on 82,616,937 outstanding Common Stock, as reported in the Issuer's 10-Q filed on December 10, 2020.

RA Capital Healthcare Fund, L.P. (the "Fund") directly holds 3,754,269 shares of Common Stock. RA Capital Nexus Fund, L.P. (the "Nexus Fund") holds 1,173,234 shares of Common Stock. A separately managed account (the "Account") holds 440,948 shares of Common Stock.

RA Capital Healthcare Fund GP, LLC is the general partner of the Fund and RA Capital Nexus Fund GP, LLC is the general partner of the Nexus Fund. The general partner of RA Capital is RA Capital Management GP, LLC, of which Dr. Kolchinsky and Mr. Shah are the controlling persons. RA Capital serves as investment adviser for the Fund, the Nexus Fund, and the Account and may be deemed a beneficial owner, for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Act"), of any securities of the Issuer held by the Fund, the Nexus Fund, and the Account. The Fund and the Nexus Fund have delegated to RA Capital the sole power to vote and the sole power to dispose of all securities held in the Fund's and the Nexus Fund's portfolios, including the shares of the Issuer's Common Stock reported herein. Because the Fund and the Nexus Fund have divested themselves of voting and investment power over the reported securities they hold and may not revoke that delegation on less than 61 days' notice, the Fund and the Nexus Fund disclaim beneficial ownership of the securities they hold for purposes of Section 13(d) of the Act. As managers of RA Capital, Dr. Kolchinsky and Mr. Shah may be deemed beneficial owners, for purposes of Section 13(d) of the Act. As managers of the Issuer beneficially owned by RA Capital. RA Capital, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of the securities reported in this Schedule 13G Statement (the "Statement") other than for the purpose of determining their obligations under Section 13(d) of the Act, and the filing of the Statement shall not be deemed an admission that either RA Capital, Dr. Kolchinsky, or Mr. Shah is the beneficial owner of such securities for any other purpose.

#### 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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

#### 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. <u>Identification and Classification of Members of the Group.</u>

Not applicable.

#### Item 9. Notice of Dissolution of Group.

Not applicable.

#### Item 10. <u>Certification</u>.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

# <u>SIGNATURE</u> After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this

statem	nent is true, complete and correct.			
Date:	e: February 16, 2021			
RA C	APITAL MANAGEMENT, L.P.			
By:	/s/ Peter Kolchinsky			
J	Name: Peter Kolchinsky Title: Authorized Signatory			
PETE	R KOLCHINSKY			
/s/ Pet	er Kolchinsky			
RAJE	EV SHAH			
/s/ Raj	ieev Shah			

#### AGREEMENT

This Joint Filing Agreement, dated as of February 16, 2021, is by and among RA Capital Management, L.P., Peter Kolchinsky, and Rajeev Shah (the foregoing are collectively referred to herein as the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to Common Stock, par value \$0.001 per share of Atea Pharmaceuticals, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon one week's prior written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

RA CAPITAL MANAGEMENT, L.P.

/s/ Rajeev Shah

By:	/s/ Peter Kolchinsky	
	Name: Peter Kolchinsky	
	Title: Authorized Signatory	
PETER KOLCHINSKY		
/s/ Peter Kolchinsky		
RAJEE	EV SHAH	