
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

ALX ONCOLOGY HOLDINGS INC

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

00166B105

(CUSIP Number)

David Pezeshki
1700 Owens Street, Suite 595
San Francisco, CA, 94158
(415) 800-0800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/02/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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).

SCHEDULE 13D

CUSIP No. 00166B105

Name of reporting person

1 venBio Global Strategic Fund, L.P.

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

4,431,600.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

With:

Shared Dispositive Power

10

4,431,600.00

Aggregate amount beneficially owned by each reporting person

11 4,431,600.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 3.4 %

Type of Reporting Person (See Instructions)

14 PN

SCHEDULE 13D

CUSIP No. 00166B105

Name of reporting person

1 venBio Global Strategic Fund II L.P.

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 CAYMAN ISLANDS

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	8,453,038.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	8,453,038.00
	Aggregate amount beneficially owned by each reporting person
11	8,453,038.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	6.4 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No. 00166B105

1	Name of reporting person
	venBio Global Strategic GP, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	CAYMAN ISLANDS
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	4,431,600.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	4,431,600.00
11	Aggregate amount beneficially owned by each reporting person

4,431,600.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

3.4 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 00166B105

Name of reporting person

1

venBio Global Strategic GP II, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

CAYMAN ISLANDS

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

8,453,038.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

8,453,038.00

Aggregate amount beneficially owned by each reporting person

11

8,453,038.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

6.4 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 00166B105

1 Name of reporting person
venBio Global Strategic GP, Ltd.
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization
CAYMAN ISLANDS

7	Sole Voting Power	0.00
8	Shared Voting Power	4,431,600.00
9	Sole Dispositive Power	0.00
10	Shared Dispositive Power	4,431,600.00

11 Aggregate amount beneficially owned by each reporting person
4,431,600.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

13 Percent of class represented by amount in Row (11)
3.4 %

14 Type of Reporting Person (See Instructions)
CO

SCHEDULE 13D

CUSIP No. 00166B105

1 Name of reporting person
venBio Global Strategic GP II, Ltd.
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 AF
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 CAYMAN ISLANDS

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8 0.00
 Shared Voting Power 8,453,038.00
 Sole Dispositive Power 9 0.00
 Shared Dispositive Power 10 8,453,038.00

11 Aggregate amount beneficially owned by each reporting person
 8,453,038.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
 Percent of class represented by amount in Row (11)

14 6.4 %
 Type of Reporting Person (See Instructions)
 CO

SCHEDULE 13D

CUSIP No. 00166B105

1 Name of reporting person
 Adelman Robert J
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 AF
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With: 7 Sole Voting Power 99,406.00

Owned by Each Reporting Person With:	8	Shared Voting Power
		12,884,638.00
		Sole Dispositive Power
	9	99,406.00
		Shared Dispositive Power
	10	12,884,638.00
		Aggregate amount beneficially owned by each reporting person
11		12,984,044.00
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		<input type="checkbox"/>
		Percent of class represented by amount in Row (11)
13		9.9 %
		Type of Reporting Person (See Instructions)
14		IN

SCHEDULE 13D

CUSIP No. 00166B105

1	Name of reporting person
	GOODMAN COREY S
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
	7
	111,541.00
	Shared Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	8
	13,052,008.00
	Sole Dispositive Power
	9
	111,541.00
	Shared Dispositive Power
	10
	13,052,008.00
	Aggregate amount beneficially owned by each reporting person
11	13,163,549.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

13

10 %

Type of Reporting Person (See Instructions)

14

IN

Comment for Type of Reporting Person: The amounts reported in rows 7 and 9 reflect the number of shares that Mr. Goodman has the right to acquire upon the exercise of stock options exercisable within 60 days of the date of this filing.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.001 per share

Name of Issuer:

(b)

ALX ONCOLOGY HOLDINGS INC

Address of Issuer's Principal Executive Offices:

(c)

323 Allerton Avenue, South San Francisco, CALIFORNIA , 94080.

Item 1 Comment: This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed by the undersigned, pursuant to Section 240.13d-2(a), to amend and supplement the Schedule 13D filed with the U.S. Securities and Exchange Commission (the "SEC") on October 1, 2020, (the "Initial Schedule 13D") with respect to the shares of common stock, par value \$0.001 per share (the "Common Stock"), of ALX Oncology Holdings Inc. (the "Issuer"), whose principal executive offices are located at 323 Allerton Avenue, South San Francisco, California, 94080.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows: Fund II purchased 3,184,713 shares of Common Stock, at a price of \$1.57 per share, in a registered underwritten follow-on offering by the Issuer that closed on February 2, 2026 (the "February 2026 Offering"), for an aggregate purchase price of approximately \$5,000,000. The source of funds for these purchases was the working capital of Fund II.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows: The response to Item 3 of this Amendment No. 1 is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer

Items 5(a)-(c) of the Schedule 13D are hereby amended and supplemented as follows: The information set forth in rows 7 through 13 of the cover pages to this Schedule 13D is incorporated by reference. The percentage set forth in row 13 is based on the sum of (i) 54,218,001 shares of Common Stock outstanding as of October 31, 2025, as disclosed in the quarterly report for the quarterly period ended September 30, 2025 on Form 10-Q filed by the Issuer on November 7, 2025, (ii) 76,979,112 shares of Common Stock issued in the February 2026 Offering, which closed on February 2, 2026, and (iii) for purposes of calculating Mr. Goodman's beneficial ownership percentage, 111,541 Shares that Mr. Goodman has the right to acquire upon exercise of options exercisable within 60 days of the date of this filing.

(a) Fund I directly holds 3,969,789 shares of Common Stock and SPV holds 461,811 shares of Common Stock. As the sole owner of SPV, Fund I may be deemed to beneficially own the shares held by SPV. As the sole general partner of Fund I, General Partner I may be deemed to beneficially own the shares held by Fund I and as the sole general partner of the General Partner I, GP Ltd. I may be deemed to beneficially own the shares held by Fund I. Fund II directly holds 8,453,038 shares of Common Stock. As the sole general partner of Fund II, General Partner II may be deemed to beneficially own the shares held by Fund II and as the sole general partner of General Partner II, GP Ltd. II may be deemed to beneficially own the shares held by Fund II. As directors of GP Ltd. I and GP Ltd. II, each of Mr. Adelman and Mr. Goodman may be deemed to beneficially own the shares held by Fund I and Fund II. In addition, Mr. Adelman may be deemed to beneficially own 99,406 shares of Common Stock he holds directly, and Mr. Goodman may be deemed to beneficially own (i) 113,287 shares of Common Stock held of record by the Goodman Barinaga Trust, for which Mr. Goodman serves as trustee, (ii) 54,083 shares of Common Stock held of record by Emaldi Corporation, for which Mr. Goodman serves as a director, and (iii) 111,541 shares of Common Stock Mr. Goodman has the right to acquire upon the exercise of stock options exercisable within 60 days of the date of this filing.

(b) The response to Item 3 of this Schedule 13D is incorporated by reference herein. In addition, on January 20, 2026, Mr. Goodman was awarded, in his capacity as a director of the Issuer, 40,400 stock options, which vest in 12 monthly

installments beginning on February 20, 2026. Except as set forth in this Amendment No. 1, no transactions in shares of Common Stock have been effected by the Reporting Persons within the past 60 days.

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.

venBio Global Strategic Fund, L.P.

Signature: /s/ David Pezeshki
David Pezeshki, as attorney-in-fact for Corey
Name/Title: Goodman and Robert Adelman, Directors of the
General Partners
Date: 02/04/2026

venBio Global Strategic Fund II L.P.

Signature: /s/ David Pezeshki
David Pezeshki, as attorney-in-fact for Corey
Name/Title: Goodman and Robert Adelman, Directors of the
General Partners
Date: 02/04/2026

venBio Global Strategic GP, L.P.

Signature: /s/ David Pezeshki
David Pezeshki, as attorney-in-fact for Corey
Name/Title: Goodman and Robert Adelman, Directors of the
General Partner
Date: 02/04/2026

venBio Global Strategic GP II, L.P.

Signature: /s/ David Pezeshki
David Pezeshki, as attorney-in-fact for Corey
Name/Title: Goodman and Robert Adelman, Directors of the
General Partner
Date: 02/04/2026

venBio Global Strategic GP, Ltd.

Signature: /s/ David Pezeshki
David Pezeshki, as attorney-in-fact for Corey
Name/Title: Goodman and Robert Adelman, Directors
Date: 02/04/2026

venBio Global Strategic GP II, Ltd.

Signature: /s/ David Pezeshki
David Pezeshki, as attorney-in-fact for Corey
Name/Title: Goodman and Robert Adelman, Directors
Date: 02/04/2026

Adelman Robert J

Signature: /s/ David Pezeshki
Name/Title: David Pezeshki, as attorney-in-fact
Date: 02/04/2026

GOODMAN COREY S

Signature: /s/ David Pezeshki
Name/Title: David Pezeshki, as attorney-in-fact
Date: 02/04/2026

**Comments
accompanying
signature:**

This Schedule 13D was executed by David Pezeshki on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 99.2 to the Initial Schedule 13D filed October 1, 2020.