

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Lin Shao-Lee</u> <hr/> (Last) (First) (Middle) <u>C/O ACELYRIN, INC.</u> <u>4149 LIBERTY CANYON RD.</u> <hr/> (Street) <u>AGOURA</u> <u>CA</u> <u>91301</u> <u>HILLS</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/04/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>ACELYRIN, Inc. [SLRN]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> <hr/> 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock ⁽¹⁾	1,107,213 ⁽²⁾	D	
Class A Common Stock ⁽¹⁾	677,813	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾	354,969	I	See footnote ⁽⁴⁾
Class A Common Stock ⁽¹⁾	354,969	I	See footnote ⁽⁵⁾
Class A Common Stock ⁽¹⁾	349,898	I	See footnote ⁽⁶⁾
Class A Common Stock ⁽¹⁾	5,070	I	See footnote ⁽⁷⁾

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Redeemable Convertible Preferred Stock	(8)	(8)	Class A Common Stock ⁽¹⁾	978,314	(8)	I	See footnote ⁽⁹⁾
Series C Redeemable Convertible Preferred Stock	(8)	(8)	Class A Common Stock ⁽¹⁾	183,433	(8)	I	See footnote ⁽⁹⁾

Explanation of Responses:

- Each share of Class A Common Stock shall be reclassified into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering of Common Stock (the "IPO").
- Represents Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement. Vested RSUs will settle into shares of Common Stock on the earlier to occur of (i) the completion of the IPO and (ii) a change in control.
- Shares held directly by Shao-Lee Lin, Trustee of the Shao-Lee Lin Trust u/a/d September 23, 2005, for which the Reporting Person serves as Trustee
- Shares held directly by Shao-Lee Lin 2020 Gift Trust Dtd 7/16/20, for which the Reporting Person's spouse serves as trustee.
- Shares held directly by Lin Family 2020 Gift Trust Dtd 7/16/20, for which the Reporting Person's spouse shares voting and investment power.
- Shares held directly by Susie Jun 2020 Gift Trust dtd 7/16/20, for which the Reporting Person serves as trustee.
- Shares held directly by Susie Jun, Trustee of the Susie Jun Trust U/A/D September 23, 2005, for which the Reporting Person's spouse serves as trustee.
- Each share of preferred stock is convertible into one share of Class A Common Stock or, subject to and in accordance with certain provisions set forth in the Issuer's certificate of incorporation, Class B Common Stock, and has no expiration date. Immediately prior to the completion of the IPO, all shares of preferred stock will automatically convert into shares of Common Stock.
- Shares held directly by Woodland Hills Partners LLC, for which the Reporting Person serves as a managing member.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Mina Kim, Attorney-in-
fact 05/04/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Mina Kim, Sanampreet Pangali, Charles Kim, and Chadwick Mills, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or greater than 10% stockholder of ACELYRIN, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 (including any amendments thereto) and timely file such forms with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP, as applicable.

The undersigned has caused this Power of Attorney to be executed as of April 11, 2023.

/s/ Shao-Lee Lin