

---

---

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

---

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934\*  
(Amendment No. 2)**

---

**Achilles Therapeutics plc**  
(Name of Issuer)

**Ordinary Shares, nominal value £0.001 per share**  
(Title of Class of Securities)

**00449L102\*\***  
(CUSIP Number)

**March 29, 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.
- \*\* This CUSIP number applies to the Issuer's American Depositary Shares, evidenced by American Depositary Receipts, each representing one ordinary share of the Issuer.

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).

---

---

1	NAMES OF REPORTING PERSONS	
	Invus Public Equities, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		755,375*
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		755,375*
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	755,375*	
10	CHECK 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)	
	1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	PN	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares (“ADSs”), each of which ADS represents one ordinary share, nominal value £0.001 per share.

1	NAMES OF REPORTING PERSONS Invus Public Equities Advisors, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 755,375*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 755,375*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 755,375*	
10	CHECK 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) 1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares (“ADSs”), each of which ADS represents one ordinary share, nominal value £0.001 per share.

1	NAMES OF REPORTING PERSONS Artal International S.C.A.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 755,375*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 755,375*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 755,375*	
10	CHECK 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) 1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares ("ADSs"), each of which ADS represents one ordinary share, nominal value £0.001 per share.

1	NAMES OF REPORTING PERSONS Artal International Management S.A.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 755,375*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 755,375*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 755,375*	
10	CHECK 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) 1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares (“ADSs”), each of which ADS represents one ordinary share, nominal value £0.001 per share.

1	NAMES OF REPORTING PERSONS	
	Artal Group S.A.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		755,375*
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		755,375*
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	755,375*	
10	CHECK 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)	
	1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares (“ADSs”), each of which ADS represents one ordinary share, nominal value £0.001 per share.

1	NAMES OF REPORTING PERSONS Westend S.A.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 755,375*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 755,375*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 755,375*	
10	CHECK 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) 1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares ("ADSs"), each of which ADS represents one ordinary share, nominal value £0.001 per share.

1	NAMES OF REPORTING PERSONS Stichting Administratiekantoor Westend	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 755,375*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 755,375*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 755,375*	
10	CHECK 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) 1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares ("ADSs"), each of which ADS represents one ordinary share, nominal value £0.001 per share.



1	NAMES OF REPORTING PERSONS Mr. Amaury Wittouck	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Belgium	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 755,375*
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 755,375*
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 755,375*	
10	CHECK 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) 1.9%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

\* Invus Public Equities, L.P. holds an aggregate of 755,375 American Depositary Shares (“ADSs”), each of which ADS represents one ordinary share, nominal value £0.001 per share.

**Item 1(a). Name of Issuer:**

Achilles Therapeutics plc (the “Issuer”)

**Item 1(b). Address of Issuer’s Principal Executive Offices:**

245 Hammersmith Road, London W6 8PW, United Kingdom

**Item 2(a). Name of Person Filing:**

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

**Item 2(c). Citizenship:**

- (i) Invus Public Equities, L.P. (“Invus Public Equities”)  
750 Lexington Avenue, 30th Floor, New York, NY 10022  
Citizenship: Bermuda limited partnership
- (ii) Invus Public Equities Advisors, LLC (“Invus PE Advisors”)  
750 Lexington Avenue, 30th Floor, New York, NY 10022  
Citizenship: Delaware limited liability company
- (iii) Artal International S.C.A. (“Artal International”)  
Valley Park, 44, Rue de la Vallée, L-2661, Luxembourg  
Citizenship: Luxembourg limited partnership
- (iv) Artal International Management S.A. (“Artal International Management”)  
Valley Park, 44, Rue de la Vallée, L-2661, Luxembourg  
Citizenship: Luxembourg société anonyme
- (v) Artal Group S.A. (“Artal Group”)  
Valley Park, 44, Rue de la Vallée, L-2661, Luxembourg  
Citizenship: Luxembourg société anonyme
- (vi) Westend S.A. (“Westend”)  
Valley Park, 44, Rue de la Vallée, L-2661, Luxembourg  
Citizenship: Luxembourg société anonyme
- (vii) Stichting Administratiekantoor Westend (the “Stichting”)  
Claude Debussylaan, 46, 1082 MD Amsterdam, The Netherlands  
Citizenship: Netherlands foundation
- (viii) Mr. Amaury Wittouck  
Valley Park, 44, Rue de la Vallée, L-2661, Luxembourg  
Citizenship: Belgium

The foregoing persons are hereinafter sometimes collectively referred to as the “Reporting Persons.”

**Item 2(d). Title of Class of Securities:**

Ordinary Shares, nominal value £0.001 per share (the “Shares”).

**Item 2(e). CUSIP Number:**

The CUSIP Number is 00449L102. This CUSIP applies to the American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts, each representing one Share. No CUSIP has been assigned to the Shares.

**Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):**

This Item 3 is not applicable.

**Item 4. Ownership.**

(a) Amount beneficially owned:

As of the date hereof, Invus Public Equities beneficially owns 755,375 ADSs, each of which ADS represents one Share. Invus PE Advisors, as the general partner of Invus Public Equities, controls Invus Public Equities and, accordingly, may be deemed to beneficially own the Shares held by Invus Public Equities. The Geneva branch of Artal International, as the managing member of Invus PE Advisors, controls Invus PE Advisors and, accordingly, may be deemed to beneficially own the Shares that Invus PE Advisors may be deemed to beneficially own. Artal International Management, as the managing partner of Artal International, controls Artal International and, accordingly, may be deemed to beneficially own the Shares that Artal International may be deemed to beneficially own. Artal Group, as the sole stockholder of Artal International Management, controls Artal International Management and, accordingly, may be deemed to beneficially own the Shares that Artal International Management may be deemed to beneficially own. Westend, as the parent company of Artal Group, controls Artal Group and, accordingly, may be deemed to beneficially own the Shares that Artal Group may be deemed to beneficially own. The Stichting, as the majority stockholder of Westend, controls Westend and, accordingly, may be deemed to beneficially own the Shares that Westend may be deemed to beneficially own. Mr. Wittouck, as the sole member of the board of the Stichting, controls the Stichting and, accordingly, may be deemed to beneficially own the Shares that the Stichting may be deemed to beneficially own.

(b) Percent of class:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of Shares listed on such Reporting Person's cover page. Calculations of the percentage of Shares beneficially owned are based on 40,782,948 Shares outstanding as of September 30, 2023, based on information provided by the Issuer in its Form 6-K filed with the Securities and Exchange Commission on November 13, 2023.

(c) As of the date hereof, number of shares as to which Invus Public Equities, Invus PE Advisors, Artal International, Artal International Management, Artal Group, Westend, the Stichting and Mr. Wittouck has:

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

755,375

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

0

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

755,375

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

0

**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.**

This Item 6 is not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

This Item 7 is not applicable.

**Item 8. Identification and Classification of Members of the Group.**

This Item 8 is not applicable.

---

**Item 9. Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10. Certification.**

Each of the Reporting Persons hereby makes the following 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 that purpose or effect.

**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: March 29, 2024

**INVUS PUBLIC EQUITIES, L.P.**

By: INVUS PUBLIC EQUITIES ADVISORS, LLC, its  
general partner

By: /s/ Raymond Debbane  
Name: Raymond Debbane  
Title: President

**INVUS PUBLIC EQUITIES ADVISORS, LLC**

By: /s/ Raymond Debbane  
Name: Raymond Debbane  
Title: President

**ARTAL INTERNATIONAL S.C.A.**

By: ARTAL INTERNATIONAL MANAGEMENT  
S.A., its managing partner

By: /s/ Anne Goffard  
Name: Anne Goffard  
Title: Managing Director

**ARTAL INTERNATIONAL MANAGEMENT S.A.**

By: /s/ Anne Goffard  
Name: Anne Goffard  
Title: Managing Director

**ARTAL GROUP S.A.**

By: /s/ Anne Goffard  
Name: Anne Goffard  
Title: Authorized Person

**WESTEND S.A.**

By: /s/ Anne Goffard  
Name: Anne Goffard  
Title: Managing Director

---

**STICHTING ADMINISTRATIEKANTOOR  
WESTEND**

By: /s/ Amaury Wittouck

Name: Amaury Wittouck

Title: Sole Member of the Board

**MR. AMAURY WITTOUCK**

By: /s/ Amaury Wittouck