
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)*

Outlook Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

69012T305

(CUSIP Number)

March 18, 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.

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 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) TANG CAPITAL PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" 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 0
	6	SHARED VOTING POWER 2,215,851
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,215,851
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,215,851	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.99%	
12	TYPE OF REPORTING PERSON PN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) TANG CAPITAL MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" 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 0
	6	SHARED VOTING POWER 2,215,851
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	8	SHARED DISPOSITIVE POWER 2,215,851
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,215,851	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.99%	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) KEVIN TANG								
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="1"> <tr> <td data-bbox="391 490 496 577">5</td> <td data-bbox="496 490 1549 577"> SOLE VOTING POWER 0 </td> </tr> <tr> <td data-bbox="391 577 496 665">6</td> <td data-bbox="496 577 1549 665"> SHARED VOTING POWER 2,215,851 </td> </tr> <tr> <td data-bbox="391 665 496 752">7</td> <td data-bbox="496 665 1549 752"> SOLE DISPOSITIVE POWER 0 </td> </tr> <tr> <td data-bbox="391 752 496 844">8</td> <td data-bbox="496 752 1549 844"> SHARED DISPOSITIVE POWER 2,215,851 </td> </tr> </table>	5	SOLE VOTING POWER 0	6	SHARED VOTING POWER 2,215,851	7	SOLE DISPOSITIVE POWER 0	8	SHARED DISPOSITIVE POWER 2,215,851
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	6	SHARED VOTING POWER 2,215,851							
	7	SOLE DISPOSITIVE POWER 0							
8	SHARED DISPOSITIVE POWER 2,215,851								
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,215,851								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.99%								
12	TYPE OF REPORTING PERSON IN								

- Item 1(a).** Name of Issuer:
Outlook Therapeutics, Inc., a Delaware corporation (the “Issuer”)
- Item 1(b).** Address of Issuer’s Principal Executive Offices:
485 Route 1 South, Building F, Suite 320, Iselin, NJ 08830
- Item 2(a).** Name of Person Filing:
This Statement on Schedule 13G (this “Statement”) is filed by Tang Capital Partners, LP (“Tang Capital Partners”); Tang Capital Management, LLC, the general partner of Tang Capital Partners (“Tang Capital Management”); and Kevin Tang, the manager of Tang Capital Management.
- Item 2(b).** Address of Principal Business Office or, if none, Residence:
4747 Executive Drive, Suite 210, San Diego, CA 92121
- Item 2(c).** Citizenship:
Tang Capital Partners is a Delaware limited partnership. Tang Capital Management is a Delaware limited liability company. Mr. Tang is a United States citizen.
- Item 2(d).** Title of Class of Securities:
Common Stock, par value \$0.01 per share (the “Common Stock”)
- Item 2(e).** CUSIP Number 69012T305

Item 3. Not applicable.

Item 4. Ownership.

- (a) Amount Beneficially Owned:

Tang Capital Partners. Tang Capital Partners beneficially owns 2,215,851 of the Issuer’s Common Stock, which consists of: (i) 1,619,412 shares of the Issuer’s Common Stock and (ii) 596,439 shares currently issuable upon exercise of Warrants (as defined in the Issuer’s Registration Statement filed on Form S-3 with the Securities and Exchange Commission on March 25, 2024).

Tang Capital Partners may not exercise any portion of the Warrants for shares of Common Stock if, as a result of the exercise, Tang Capital Partners, together with its affiliates and any other person or entity acting as a group, would own more than 9.99% of the Issuer’s outstanding shares of Common Stock after exercise. However, Tang Capital Partners may increase such percentage to any other percentage, not in excess of 19.99% (to the extent such limit is required under applicable Nasdaq rules), by providing written notice to the Issuer, provided that any increase in such percentage shall not be effective until 61 days after notice is provided to the Issuer.

The foregoing limitations remain in effect with respect to the Warrants, and, accordingly, only 596,439 shares are currently issuable upon exercise of Warrants. Beneficial ownership excludes 903,561 shares issuable upon the exercise of Warrants, which are not currently exercisable due to the beneficial ownership limitation of 9.99%.

Tang Capital Partners shares voting and dispositive power over such shares with Tang Capital Management and Kevin Tang.

Tang Capital Management. Tang Capital Management beneficially owns 2,215,851 of the Issuer's Common Stock, which consists of: (i) 1,619,412 shares of the Issuer's Common Stock and (ii) 596,439 shares currently issuable upon exercise of Warrants.

Tang Capital Management shares voting and dispositive power over such shares with Tang Capital Partners and Kevin Tang.

Kevin Tang. Kevin Tang beneficially owns 2,215,851 of the Issuer's Common Stock, which consists of: (i) 1,619,412 shares of the Issuer's Common Stock and (ii) 596,439 shares currently issuable upon exercise of Warrants.

Kevin Tang shares voting and dispositive power over such shares with Tang Capital Partners and Tang Capital Management.

The percentages used herein are based on 22,180,695 shares of Common Stock outstanding as of March 18, 2024, which consists of: (i) 21,584,256 shares of Common Stock outstanding as of March 18, 2024 as set forth in the Issuer's Registration Statement filed on Form S-3 that was filed with the Securities and Exchange Commission on March 25, 2024, and (ii) 596,439 shares currently issuable upon exercise of Warrants.

(b) Percent of Class:

Tang Capital Partners	9.99%
Tang Capital Management	9.99%
Kevin Tang	9.99%

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

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

Tang Capital Partners	0 shares
Tang Capital Management	0 shares
Kevin Tang	0 shares

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

Tang Capital Partners	2,215,851 shares
Tang Capital Management	2,215,851 shares
Kevin Tang	2,215,851 shares

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

Tang Capital Partners	0 shares
Tang Capital Management	0 shares
Kevin Tang	0 shares

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

Tang Capital Partners	2,215,851 shares
Tang Capital Management	2,215,851 shares
Kevin Tang	2,215,851 shares

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.

Not applicable

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

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. 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.

Date: March 28, 2024

TANG CAPITAL PARTNERS, LP

By: Tang Capital Management, LLC, its General Partner

By: /s/ Kevin Tang
Kevin Tang, Manager

TANG CAPITAL MANAGEMENT, LLC

By: /s/ Kevin Tang
Kevin Tang, Manager

/s/ Kevin Tang
Kevin Tang

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value per share, of Outlook Therapeutics, Inc. and further agree to the filing of this agreement as an exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: March 28, 2024

TANG CAPITAL PARTNERS, LP

By: Tang Capital Management, LLC
Its: General Partner

By: /s/ Kevin Tang
Name: Kevin Tang
Title: Manager

TANG CAPITAL MANAGEMENT, LLC

By: /s/ Kevin Tang
Name: Kevin Tang
Title: Manager

/s/ Kevin Tang
Name: Kevin Tang