SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Stampacchia Otello (Last) (First) (Middle) C/O WINDWARD BIO GROUP AG AESCHENPLATZ 6 (Street) BASEL 4052 (City) (State) (Zip) SWITZERLAND (Country)	11/12/2026	WINDWARD BIO GROUP AG [WWB] Foreign Trading Symbol

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
☑ Director 10% Owner Officer (give title below) Other (specify below)	

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person Form filed by More than One Reporting Person

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)

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 A Preferred Shares	(1)	(1)	Common Shares	1,262,628	(1)	I	By Omega Fund VII, L.P.(2)
Series A Preferred Shares	(1)	(1)	Common Shares	1,262,626	(1)	I	By Omega Fund VIII, L.P.(3)
Series B Preferred Shares	(1)	(1)	Common Shares	531,632	(1)	I	By Omega Fund VII, L.P.(2)
Series B Preferred Shares	(1)	(1)	Common Shares	531,634	(1)	I	By Omega Fund VIII, L.P.(3)

Explanation of Responses:

1. Each Series A Preferred Share and Series B Preferred Share will automatically convert into the number of Common Shares on a 1 to 1 basis immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

2. Shares held directly by Omega Fund VII, L.P. ("Omega VII"). Omega Fund VII GP, L.P. ("Omega VII GP") is the sole general partner of Omega VII. Omega Fund VII GP Manager, Ltd. ("Omega VII Manager") is the sole general partner of Omega VII GP. The Reporting Person is a director of Omega VII Manager and disclaims beneficial ownership of the shares held by Omega VII except to the extent of his pecuniary interest therein, if any.

3. Shares held directly by Omega Fund VIII, L.P. ("Omega VIII"). Omega Fund VIII GP, L.P. ("Omega VIII GP") is the sole general partner of Omega VIII. Omega Fund VIII GP Manager, Ltd. ("Omega VIII Manager") is the sole general partner of Omega VIII GP. The Reporting Person is a director of Omega VIII Manager and disclaims beneficial ownership of the shares held by Omega VIII except to the extent of his pecuniary interest therein, if any.

/s/ Scott Applebaum, Attorney-in-Fact — 11/12/2026

** 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

(For Executing Forms 3, 4, and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Scott Applebaum, Diego Ramos and Claudia D'Augusta of Windward Bio Group AG (the "***Company***"), signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "***SEC***") 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 in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

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

(3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of 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 the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorneyinfact 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 attorneyinfact, or such attorneyinfact'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, and their substitutes, 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 Company and 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: October 6, 2026

/s/ Otello Stampacchia
Name: Otello Stampacchia