

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 1)<sup>1</sup>

Sesen Bio, Inc.  
(Name of Issuer)

Common Stock, \$0.001 par value per share  
(Title of Class of Securities)

817763105  
(CUSIP Number)

BRADLEY L. RADOFF  
2727 Kirby Drive  
Unit 29L  
Houston, Texas 77098

STEVE WOLOSKY  
RYAN NEBEL  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2300

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

November 29, 2022  
(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 .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> 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 disclosures provided in a prior cover page.

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*).

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1	NAME OF REPORTING PERSON  The Radoff Family Foundation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  1,000,000
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  1,000,000
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,000,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  CO	

1	NAME OF REPORTING PERSON  Bradley L. Radoff	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  7,500,100
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  7,500,100
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  7,500,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.7%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  JEC II Associates, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  5,675,000
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  5,675,000
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,675,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.8%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  The K. Peter Heiland 2008 Irrevocable Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  1,000,000
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  1,000,000
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,000,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  Michael Torok	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  PF, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  7,500,000
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  7,500,000
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  7,500,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.7%	
14	TYPE OF REPORTING PERSON  IN	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by:

- (i) The Radoff Family Foundation, a Texas non-profit corporation (the “Radoff Foundation”), with respect to the Shares directly and beneficially owned by it;
- (ii) Bradley L. Radoff, with respect to the Shares directly and beneficially owned by him and as a director of the Radoff Foundation;
- (iii) JEC II Associates, LLC, a Delaware limited liability company (“JEC II”), with respect to the Shares directly and beneficially owned by it;
- (iv) The K. Peter Heiland 2008 Irrevocable Trust, a Delaware trust (the “Trust”), with respect to the Shares directly and beneficially owned by it; and
- (v) Michael Torok (together with JEC II and the Trust, “JEC”), with respect to the Shares directly and beneficially owned by him and as the Manager of JEC II and Trustee of the Trust.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Group Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The principal business address of the Radoff Foundation and Mr. Radoff is 2727 Kirby Drive, Unit 29L, Houston, Texas 77098. The principal business address of each of JEC II, the Trust and Mr. Torok is 68 Mazzeo Drive, Randolph, Massachusetts 02368. Set forth on Schedule A annexed hereto (“Schedule A”) is the name and present principal occupation or employment, principal business address and citizenship of the executive officers and directors of the Radoff Foundation. To the best of the Reporting Persons’ knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(c) The principal business of the Radoff Foundation is serving charitable purposes. The principal occupation of Mr. Radoff is serving as a private investor. The principal business of JEC II is investing in securities. The principal business of the Trust is investing in securities. The principal occupation of Mr. Torok is serving as the Manager of JEC II and the Trustee of the Trust.

(d) No Reporting Person, nor any person listed on Schedule A, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Radoff and Torok are citizens of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by the Radoff Foundation were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 1,000,000 Shares directly owned by the Radoff Foundation is approximately \$542,690, including brokerage commissions.

The Shares directly owned by Mr. Radoff were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 6,500,100 Shares directly owned by Mr. Radoff is approximately \$3,426,665, including brokerage commissions.

The Shares purchased by JEC II were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 5,675,000 Shares owned directly by JEC II is approximately \$3,153,986, including brokerage commissions.

The Shares purchased by the Trust were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 1,000,000 Shares owned directly by the Trust is approximately \$676,460, including brokerage commissions.

The Shares directly owned by Mr. Torok were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 825,000 Shares directly owned by Mr. Torok is approximately \$521,147, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 202,757,012 Shares outstanding as of November 11, 2022, which is the total number of Shares outstanding as reported in the Issuer's Amended Registration Statement on Form S-4 filed with the Securities and Exchange Commission on November 22, 2022.

A. The Radoff Foundation

(a) As of the date hereof, the Radoff Foundation beneficially owns directly 1,000,000 Shares.

Percentage: Less than 1%



- (b)
  - 1. Sole power to vote or direct vote: 1,000,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,000,000
  - 4. Shared power to dispose or direct the disposition: 0

B. Mr. Radoff

- (a) As of the date hereof, Mr. Radoff beneficially owns directly 6,500,100 Shares. As a director of the Radoff Foundation, Mr. Radoff may be deemed to beneficially own the 1,000,000 Shares owned by the Radoff Foundation.

Percentage: Approximately 3.7%

- (b)
  - 1. Sole power to vote or direct vote: 7,500,100
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 7,500,100
  - 4. Shared power to dispose or direct the disposition: 0

C. JEC II

- (a) As of the date hereof, JEC II beneficially owns directly 5,675,000 Shares.

Percentage: Approximately 2.8%

- (b)
  - 1. Sole power to vote or direct vote: 5,675,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,675,000
  - 4. Shared power to dispose or direct the disposition: 0

D. The Trust

- (a) As of the date hereof, the Trust beneficially owns directly 1,000,000 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 1,000,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,000,000
  - 4. Shared power to dispose or direct the disposition: 0

E. Mr. Torok

- (a) As of the date hereof, Mr. Torok beneficially owns directly 825,000 Shares. As the Manager of JEC II and the Trustee of the Trust, Mr. Torok may be deemed to beneficially own the (ii) 5,675,000 Shares owned by JEC II and (iii) 1,000,000 Shares owned by the Trust.

Percentage: Approximately 3.7%

- (b)
  - 1. Sole power to vote or direct vote: 7,500,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 7,500,000
  - 4. Shared power to dispose or direct the disposition: 0

Each Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons for the purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended, and such group may be deemed to beneficially own the 15,000,100 Shares owned in the aggregate by all of the Reporting Persons, constituting approximately 7.4% of the outstanding Shares. Each Reporting Person disclaims beneficial ownership of the Shares that he or it does not directly own.

- (c) Schedule B annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons since the filing of the Schedule 13D (which also includes all such transactions by the Radoff Foundation during the past 60 days). All of such transactions were effected in the open market unless otherwise noted therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On December 1, 2022, the Radoff Foundation entered into a Joinder Agreement (the “Joinder Agreement”) to that certain Group Agreement, dated November 18, 2022, pursuant to which the Radoff Foundation agreed to be bound by the terms and conditions set forth therein, including, among other things, the joint filing on behalf of each party of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Issuer. A copy of the Joinder Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joinder Agreement, dated December 1, 2022.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 1, 2022

The Radoff Family Foundation

By: /s/ Bradley L. Radoff  
Name: Bradley L. Radoff  
Title: Director

/s/ Bradley L. Radoff  
Bradley L. Radoff

JEC II Associates, LLC

By: /s/ Michael Torok  
Name: Michael Torok  
Title: Manager

The K. Peter Heiland 2008 Irrevocable Trust

By: /s/ Michael Torok  
Name: Michael Torok  
Title: Trustee

/s/ Michael Torok  
Michael Torok

**SCHEDULE A****Directors and Officers of The Radoff Family Foundation**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Bradley L. Radoff Director*			
Rose Radoff Director and Secretary	Director and Secretary	2727 Kirby Drive, Unit 29L, Houston, Texas 77098	United States
Russell Radoff Director	Medical Doctor	Medical Clinic of Houston, L.L.P. 1701 Sunset Boulevard Houston, Texas 77005	United States

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\* Mr. Radoff is a Reporting Person and, as such, the information with respect to Mr. Radoff called for by the Schedule 13D is set forth therein.

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**SCHEDULE B****Transactions in the Securities of the Issuer Since the Filing of the Schedule 13D<sup>1</sup>**

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<b><u>THE RADOFF FAMILY FOUNDATION</u></b>			
Purchase of Common Stock	128,232	0.5311	11/28/2022
Purchase of Common Stock	235,288	0.5370	11/28/2022
Purchase of Common Stock	621,768	0.5389	11/29/2022
Purchase of Common Stock	14,712	0.5700	11/30/2022
<b><u>BRADLEY L. RADOFF</u></b>			
Purchase of Common Stock	226,969 <sup>(2)</sup>	0.5642	11/18/2022
Purchase of Common Stock	235,920	0.5593	11/21/2022
Purchase of Common Stock	100,000	0.5509	11/22/2022
Purchase of Common Stock	367,936	0.5430	11/23/2022
Purchase of Common Stock	10,288	0.5700	11/30/2022
<b><u>JEC II ASSOCIATES, LLC</u></b>			
Purchase of Common Stock	127,355	0.5311	11/28/2022
Purchase of Common Stock	993,980	0.5447	11/29/2022
Purchase of Common Stock	253,665	0.5676	11/30/2022
<b><u>MICHAEL TOROK</u></b>			
Purchase of Common Stock	8,034	0.5500	11/18/2022
Purchase of Common Stock	1,966	0.5600	11/21/2022
Purchase of Common Stock	90,000	0.5482	11/29/2022
Purchase of Common Stock	25,000	0.5700	11/30/2022

<sup>1</sup> Includes all transactions in securities of the Issuer during the past sixty days by the Radoff Foundation.

<sup>2</sup> Inclusive of 41,013 Shares previously disclosed as purchased on November 18, 2022. An additional 185,956 Shares were acquired on such date following the filing of the Schedule 13D.

**JOINDER AGREEMENT**

This JOINDER AGREEMENT (the “Joinder”) is dated as of December 1, 2022 by and among Bradley L. Radoff, JEC II Associates, LLC, The K. Peter Heiland 2008 Irrevocable Trust and Michael Torok (collectively, the “Existing Members”) and The Radoff Family Foundation (the “New Member”).

WHEREAS, the Existing Members are parties to that certain Group Agreement, dated as of November 18, 2022 (the “Agreement”), pursuant to which the Existing Members formed a “group” (as contemplated by Section 13(d) of the Securities Exchange Act of 1934, as amended) for the purpose of undertaking the Coordinated Activities (as defined in the Agreement); and

WHEREAS, the New Member desires to join the group formed by the Existing Members and the Existing Members desire to admit the New Member to such group.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements of the parties herein contained, the parties hereby agree as follows:

1. Effective immediately, the New Member is joined as a party to the Agreement.
2. The New Member agrees to be bound by the terms of the Agreement, including the obligations of a member of the Group (as defined in the Agreement), the terms of which are incorporated herein and made a part hereof.
3. This Joinder may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

[Signatures appear on next page]

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IN WITNESS WHEREOF, the parties hereto have caused this Joinder Agreement to be executed as of the day and year first above written.

/s/ Bradley L. Radoff

Bradley L. Radoff

The Radoff Family Foundation

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff

Title: Director

JEC II Associates, LLC

By: /s/ Michael Torok

Name: Michael Torok

Title: Manager

The K. Peter Heiland 2008 Irrevocable Trust

By: /s/ Michael Torok

Name: Michael Torok

Title: Trustee

/s/ Michael Torok

Michael Torok