

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE 13D**

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\*

NuCana plc

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

67022C106

(CUSIP Number)

Armance Bordes  
Sofinnova Partners SAS  
7-11 blvd Haussmann  
75009 Paris  
France  
+33 1 76 23 41 09

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

December 31, 2019

(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 Rule 13d-7 for other parties to whom copies are to be sent.

\* 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).

1.	Name of Reporting Persons	
	Sofinnova Capital VI FCPR ("SC VI")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	France	
	7.	Sole Voting Power
		6,817,550 ordinary shares (including ordinary shares represented by American depositary shares), except that Sofinnova Partners SAS, a French corporation ("SP SAS"), the management company of SC VI, may be deemed to have sole voting power, and Denis Lucquin ("Lucquin"), Antoine Papiernik ("Papiernik"), Henriette Richter ("Richter"), Monique Saulnier ("Saulnier") and Graziano Seghezzi ("Seghezzi"), the managing partners of SP SAS, may be deemed to have shared power to vote these shares.
	8.	Shared Voting Power
		See row 7.
	9.	Sole Dispositive Power
		6,817,550 ordinary shares (including ordinary shares represented by American depositary shares), except that SP SAS, the management company of SC VI, may be deemed to have sole power to dispose of these shares, and Lucquin, Papiernik, Richter, Saulnier and Seghezzi, the managing partners of SP SAS, may be deemed to have shared power to dispose of these shares.
	10.	Shared Dispositive Power
		See row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	00	

1.	Name of Reporting Persons	
	Sofinnova Partners SAS, a French corporation ("SP SAS")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	00	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	France	
	7.	Sole Voting Power
		6,817,550 ordinary shares (including ordinary shares represented by American depositary shares). SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Lucquin, Papiernik, Richter, Saulnier and Seghezzi, the managing partners of SP SAS, may be deemed to have shared power to vote these shares.
	8.	Shared Voting Power
		See row 7.
	9.	Sole Dispositive Power
		6,817,550 ordinary shares (including ordinary shares represented by American depositary shares), except that SP SAS, the management company of SC VI, may be deemed to have sole power to dispose of these shares, and Lucquin, Papiernik, Richter, Saulnier and Seghezzi, the managing partners of SP SAS, may be deemed to have shared power to dispose of these shares.
	10.	Shared Dispositive Power
		See row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	00	

1.	Name of Reporting Persons	
	Denis Lucquin ("Lucquin")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	00	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	French Citizen	
	7.	Sole Voting Power
		0
	8.	Shared Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With		6,817,550 ordinary shares (including ordinary shares represented by American depositary shares). SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Lucquin, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.
	9.	Sole Dispositive Power
		0
	10.	Shared Dispositive Power
		6,817,550 ordinary shares (including ordinary shares represented by American depositary shares). SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Lucquin, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	IN	

1.	Name of Reporting Persons	
	Antoine Papiernik ("Papiernik")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	00	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	French Citizen	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Papiernik, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Papiernik, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	IN	

1.	Name of Reporting Persons	
	Henriette Richter ("Richter")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	00	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Danish Citizen	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Richter, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Richter, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	IN	

1.	Name of Reporting Persons	
	Monique Saulnier ("Saulnier")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	00	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	French Citizen	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Saulnier, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Saulnier, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	IN	

1.	Name of Reporting Persons	
	Graziano Seghezzi ("Seghezzi")	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3.	SEC USE ONLY	
4.	Source of Funds (see instructions)	
	00	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	
	Italian Citizen	
	7. Sole Voting Power	
	0	
	8. Shared Voting Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Seghezzi, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.	
	9. Sole Dispositive Power	
	0	
	10. Shared Dispositive Power	
	6,817,550 ordinary shares (including ordinary shares represented by ADSs), of which 6,817,550 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Seghezzi, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,817,550	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row 11	
	21.2%	
14.	Type of Reporting Person (see instructions)	
	IN	



**Amendment No. 2 to Schedule 13D**

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) by Sofinnova Capital VI FCPR (“SC VI”), Sofinnova Partners SAS, a French corporation (“SP SAS”), Denis Lucquin (“Lucquin”), Antoine Papiernik (“Papiernik”), Henriette Richter (“Richter”), Monique Saulnier (“Saulnier”), and Graziano Seghezzi (“Seghezzi”), the managing partners of SP SAS (collectively, the “Listed Persons” and together with SC VI and SP SAS, the “Reporting Persons”) on February 21, 2018, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on February 14, 2019 (collectively, the “Schedule 13D”). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D, as amended. Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D.

**Item 2. Identity and Background**

Item 2(b) of the Schedule 13D is hereby amended and restated as follows:

- (b) The address of the principal place of business for each of the Reporting Persons is Sofinnova Partners SAS, 7-11 boulevard Hausmann 75009 Paris, France.

Item 2(c) of the Schedule 13D is hereby amended and restated as follows:

- (c) The principal occupation of each of the Reporting Persons is the venture capital investment business. Each of the Listed Persons is employed at the offices of Sofinnova Partners SAS, 7-11 boulevard Hausmann 75009 Paris, France.

**Item 5. Interest in Securities of the Issuer.**

Item 5(c) of the Schedule 13D is hereby amended and supplemented as follows:

- (c) SC VI sold ADSs of NuCana plc since the filing of the Schedule 13D on the following dates at the daily average prices indicated below:

<b>Date</b>	<b>Shares</b>	<b>Per Share Average Price</b>	<b>How Effected</b>
April 8, 2019	5,358	\$ 16.7636	Open Market
April 9, 2019	1,910	\$ 15.8207	Open Market
April 10, 2019	1,900	\$ 16.2935	Open Market
April 11, 2019	101,200	\$ 15.7579	Open Market
April 12, 2019	92,500	\$ 15.8015	Open Market
April 15, 2019	13,377	\$ 15.2829	Open Market
April 16, 2019	10,410	\$ 14.9676	Open Market
April 17, 2019	1,400	\$ 14.0321	Open Market
April 18, 2019	1,001	\$ 14.1906	Open Market
April 22, 2019	900	\$ 14.0661	Open Market
April 26, 2019	186,289	\$ 12.8000	Open Market
<b>Total:</b>	<b>416,245</b>		

**Item 7. Material to Be Filed as Exhibits.**

<b>Exhibit</b>	<b>Description</b>
1.	<a href="#">Joint Filing Agreement, dated as of February 21, 2018, by and among Sofinnova Capital VI FCPR, Sofinnova Partners SAS, Denis Lucquin, Antoine Papiernik, Henriette Richter, Monique Saulnier and Graziano Seghezzi (incorporated by reference to Exhibit A to the Schedule 13D filed by Sofinnova Capital VI FCPR on February 21, 2018).</a>

**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: February 11, 2020

SOFINNOVA CAPITAL VI FCPR  
By: Sofinnova Partners SAS

By: /s/ Monique Saulnier  
Name: Monique Saulnier  
Title: Managing Partner

SOFINNOVA PARTNERS SAS

By: /s/ Monique Saulnier  
Name: Monique Saulnier  
Title: Managing Partner

By: /s/ Denis Lucquin  
Name: Denis Lucquin

By: /s/ Antoine Papiernik  
Name: Antoine Papiernik

By: /s/ Henriette Richter  
Name: Henriette Richter

By: /s/ Monique Saulnier  
Name: Monique Saulnier

By: /s/ Graziano Seghezzi  
Name: Graziano Seghezzi

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