

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

OMB APPROVAL
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SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

NUCANA PLC

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

67022C106

(CUSIP Number)

December 30, 2019

(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)
Morningside Venture Investments Ltd

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
British Virgin Islands

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
0

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
CO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frances Anne Elizabeth Richard

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
United Kingdom

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
0

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Raymond Long Sing Tang

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
United Kingdom

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
0

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jill Marie Franklin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
United Kingdom

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
0

7. Sole Dispositive Power
0

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Peter Stuart Allenby Edwards

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
 United Kingdom

5. Sole Voting Power
 0

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

6. Shared Voting Power
 0

7. Sole Dispositive Power
 0

8. Shared Dispositive Power
 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
 0%

12. Type of Reporting Person (See Instructions)
 IN

Item 1.

- (a) Name of Issuer
NuCana plc
-
- (b) Address of Issuer's Principal Executive Offices
10 Lochside Place, Edinburgh, EH12 9RG, United Kingdom
-

Item 2.

- (a) Name of Person Filing
Morningside Venture Investments Ltd
Frances Anne Elizabeth Richard
Raymond Long Sing Tang
Jill Marie Franklin
Peter Stuart Allenby Edwards
-
- (b) Address of Principal Business Office or, if none, Residence
c/o THC Management Services S.A.M.
2nd Floor, Le Prince De Galles
3-5 Avenue Des Citronniers
MC 98000, Monaco

With copies to:
Rosemary G. Reilly
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109

- (c) Citizenship
Morningside Venture Investments Ltd – British Virgin Islands
Frances Anne Elizabeth Richard - United Kingdom
Raymond Long Sing Tang – United Kingdom
Jill Marie Franklin – United Kingdom
Peter Stuart Allenby Edwards – United Kingdom
-
- (d) Title of Class of Securities
Ordinary Shares
-
- (e) CUSIP Number
67022C106
-

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: (2)

Morningside Venture Investments Ltd – 0
Frances Anne Elizabeth Richard – 0
Raymond Long Sing Tang – 0
Jill Marie Franklin – 0
Peter Stuart Allenby Edwards – 0

(b) Percent of class:

Morningside Venture Investments Ltd – 0%
Frances Anne Elizabeth Richard – 0%
Raymond Long Sing Tang – 0%
Jill Marie Franklin – 0%
Peter Stuart Allenby Edwards – 0%

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

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

Morningside Venture Investments Ltd – 0 shares
Frances Anne Elizabeth Richard – 0 shares
Raymond Long Sing Tang – 0 shares
Jill Marie Franklin – 0 shares
Peter Stuart Allenby Edwards – 0 shares

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

Morningside Venture Investments Ltd – 0 shares
Frances Anne Elizabeth Richard – 0 shares
Raymond Long Sing Tang – 0 shares
Jill Marie Franklin – 0 shares
Peter Stuart Allenby Edwards – 0 shares

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

Morningside Venture Investments Ltd – 0 shares
Frances Anne Elizabeth Richard – 0 shares
Raymond Long Sing Tang – 0 shares
Jill Marie Franklin – 0 shares
Peter Stuart Allenby Edwards – 0 shares

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

Morningside Venture Investments Ltd – 0 shares
Frances Anne Elizabeth Richard – 0 shares
Raymond Long Sing Tang – 0 shares
Jill Marie Franklin – 0 shares
Peter Stuart Allenby Edwards – 0 shares

(2) This statement is filed by: (i) Morningside Venture Investments Ltd., a British Virgin Islands exempted company (“MVIL”), with respect to the Ordinary Shares directly and beneficially owned by it; (ii) Frances Anne Elizabeth Richard, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with MVIL; (iii) Raymond Long Sing Tang, with respect to the Ordinary Shares beneficially owned by him as a result of his position as a director with MVIL; (iv) Jill Marie Franklin, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director of MVIL; and (v) Peter Stuart Allenby Edwards, with respect to the Ordinary Shares beneficially owned by him as a result of his position as a director with MVIL. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Frances Anne Elizabeth Richard, Raymond Long Sing Tang, Jill Marie Franklin, and Peter Stuart Allenby Edwards are the directors of MVIL and share voting and dispositive power with respect to the securities held by MVIL. Ms. Richard, Mr. Tang, Ms. Franklin and Mr. Edwards each disclaims beneficial ownership of the securities owned directly by MVIL, except to the extent of his or her pecuniary interest therein. MVIL is ultimately wholly beneficially owned by a family trust established by Madam Chan Tan Ching Fen.

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

or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See attached for identification of Members of the Group.

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, other than activities solely in connection with a nomination under § 240.14a-11.

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. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 99.1 hereto.

January 16, 2020

Date

MORNINGSIDE VENTURE INVESTMENTS LTD.

By: _____
/s/ Frances Anne Elizabeth Richard
Frances Anne Elizabeth Richard, Director

/s/ Frances Anne Elizabeth Richard
Frances Anne Elizabeth Richard

/s/ Raymond Long Sing Tang
Raymond Long Sing Tang

/s/ Jill Marie Franklin
Jill Marie Franklin

/s/ Peter Stuart Allenby Edwards
Peter Stuart Allenby Edwards

JOINT FILING AGREEMENT

The undersigned, being duly authorized thereunder, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule 13G (including amendments thereto) jointly on behalf of each such party.

MORNINGSIDE VENTURE INVESTMENTS LTD.

By: /s/ Frances Anne Elizabeth Richard
Frances Anne Elizabeth Richard, Director

/s/ Frances Anne Elizabeth Richard
Frances Anne Elizabeth Richard

/s/ Raymond Long Sing Tang
Raymond Long Sing Tang

/s/ Jill Marie Franklin
Jill Marie Franklin

/s/ Peter Stuart Allenby Edwards
Peter Stuart Allenby Edwards
