
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Immatics N.V.

(Name of Issuer)

Ordinary Shares, nominal value EUR 0.01 per share

(Title of Class of Securities)

(CUSIP Number)

**Alexander Rakitin
51 Astor Pl, 10th FL,
New York, NY, 10003
(646) 205-5340**

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

08/26/2026

(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. ☐

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).

SCHEDULE 13D

CUSIP No.

1 Name of reporting person

Perceptive Advisors LLC

2 Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☒
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8 11,418,016.00
Owned by	
Each	Sole Dispositive Power
Reporting	9 0.00
Person	
With:	Shared Dispositive Power
	10 11,418,016.00
	Aggregate amount beneficially owned by each reporting person
11	11,418,016.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	7.6 %
	Type of Reporting Person (See Instructions)
14	IA

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Perceptive Life Sciences Master Fund, Ltd.
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	CAYMAN ISLANDS
Number of	7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	11,418,016.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	11,418,016.00
	Aggregate amount beneficially owned by each reporting person
11	11,418,016.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	7.6 %
	Type of Reporting Person (See Instructions)
14	CO

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Joseph Edelman
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
6	Citizenship or place of organization
	Sole Voting Power
	7
	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	11,418,016.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	11,418,016.00
	Aggregate amount beneficially owned by each reporting person
11	11,418,016.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
☐
13 Percent of class represented by amount in Row (11)
7.6 %
14 Type of Reporting Person (See Instructions)
IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Ordinary Shares, nominal value EUR 0.01 per share

Name of Issuer:

(b) Immatrics N.V.

Address of Issuer's Principal Executive Offices:

(c) PAUL EHRLICH-STRASSE 15, TUBINGEN, GERMANY , 72076.

Item 3. Source and Amount of Funds or Other Consideration

The shares of Ordinary Shares set forth below in Item 5(c) of this Amendment No. 2 to Schedule 13D were acquired with working capital of Perceptive Life Sciences Master Fund, Ltd. (the "Master Fund").

Item 4. Purpose of Transaction

The information set forth in Item 6 below in this Amendment No. 2 to Schedule 13D is incorporated by reference.

Item 5. Interest in Securities of the Issuer

The information set forth in rows 11 and 13 of the cover pages to this Schedule 13D is incorporated by reference. The percentages set forth in row 13 are based on 149,635,893 Ordinary Shares outstanding, as reported by the Issuer in its prospectus filed pursuant to Rule 424(b)(2) with the Securities and Exchange Commission on August 25, 2026, and assumes the exercise of vested stock options issued to Adam Stone in connection with his service on the Issuer's board of directors.

(b) The information set forth in rows 7 through 10 of the cover pages to this Schedule 13D is incorporated by reference. Adam Stone, the Chief Investment Officer of Perceptive Advisors LLC ("Perceptive Advisor"), holds stock options for a total of 219,500 Ordinary Shares, of which 171,500 are currently exercisable, or exercisable within 60 days. Perceptive Advisors has the right to receive the director compensation provided in respect of Mr. Stone's board service through a partial management fee offset.

(c) The information set forth in Item 6 of this Amendment No. 2 is incorporated by reference to this Item 5(c). On August 26, 2026, the Master Fund purchased 863,060 Ordinary Shares at a price per share of \$8.69 in the Issuer's underwritten offering. Except as described herein, none of the Reporting Persons has effected any transaction in the Ordinary Shares in the past 60 days.

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.

Perceptive Advisors LLC

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman, Managing Member

Date: 08/27/2026

Perceptive Life Sciences Master Fund, Ltd.

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman, Managing Member

Date: 08/27/2026

Joseph Edelman

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman

Date: 08/27/2026