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

**SCHEDULE 13G  
Under the Securities Exchange Act of 1934**

(Amendment No. 2)\*

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**SOUND GROUP INC.**

(Name of Issuer)

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**Class A ordinary shares, par value US\$0.0001 per share**

(Title of Class of Securities)

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**53933L203 \*\***

(CUSIP Number)

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**December 31, 2023**

(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.

\*\* There is no CUSIP number assigned to the Class A ordinary shares, par value US\$0.0001 per share ("Ordinary Shares"). CUSIP number 53933L203 has been assigned to the American Depositary Shares (each an "ADS") of Sound Group Inc. (the "Company"), which are quoted on the Nasdaq Capital Market under the symbol "SOGP." Each ADS represents 200 Class A Ordinary Shares.

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).

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
TMT General Partner Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
- 

4. Citizenship or Place of Organization  
Cayman Islands
- 

<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	5.	Sole Voting Power	170
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	170
	8.	Shared Dispositive Power	0
	<hr/>		
	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	170 (1)
	<hr/>		
	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>

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11. Percent of Class Represented by Amount in Row (9)  
0% (2)
- 

12. Type of Reporting Person (See Instructions)  
CO
- 

(1) TMT General Partner Ltd. is the general partner of Morningside China TMT GP II, L.P. Morningside China TMT GP II, L.P. is the general partner of Morningside China TMT Fund II, L.P. and Morningside China TMT Top Up Fund, L.P. Morningside China TMT Fund II, L.P. is the record owner of 160 Class A Ordinary Shares and Morningside China TMT Top Up Fund, L.P. is the record owner of 10 Class A Ordinary Shares.

(2) The ownership percentage of the Reporting Person is calculated based on a total of 827,140,610 Class A Ordinary Shares (excluding 5,008,430 Class A Ordinary Shares issued to Kastle Limited) outstanding as of September 30, 2023, as reported in the Company's current report on Form 6-K filed with the Securities and Exchange Commission on November 29, 2023.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Morningside China TMT GP II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
3. SEC Use Only
- 

4. Citizenship or Place of Organization  
Cayman Islands
- 

<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	5. Sole Voting Power	170
	6. Shared Voting Power	0
	7. Sole Dispositive Power	170
	8. Shared Dispositive Power	0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
170 (3)
- 

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- 

11. Percent of Class Represented by Amount in Row (9)  
0% (4)
- 

12. Type of Reporting Person (See Instructions)  
PN
- 

(3) TMT General Partner Ltd. is the general partner of Morningside China TMT GP II, L.P. Morningside China TMT GP II, L.P. is the general partner of Morningside China TMT Fund II, L.P. and Morningside China TMT Top Up Fund, L.P. Morningside China TMT Fund II, L.P. is the record owner of 160 Class A Ordinary Shares and Morningside China TMT Top Up Fund, L.P. is the record owner of 10 Class A Ordinary Shares.

(4) The ownership percentage of the Reporting Person is calculated based on a total of 827,140,610 Class A Ordinary Shares (excluding 5,008,430 Class A Ordinary Shares issued to Kastle Limited) outstanding as of September 30, 2023, as reported in the Company's current report on Form 6-K filed with the Securities and Exchange Commission on November 29, 2023.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Morningside China TMT Fund II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
- 

4. Citizenship or Place of Organization  
Cayman Islands
- 

<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	5.	Sole Voting Power	160
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	160
	8.	Shared Dispositive Power	0
	<hr/>		
	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	160
	<hr/>		
	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
160
- 

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- 

11. Percent of Class Represented by Amount in Row (9)  
0% (5)
- 

12. Type of Reporting Person (See Instructions)  
PN
- 

(5) The ownership percentage of the Reporting Person is calculated based on a total of 827,140,610 Class A Ordinary Shares (excluding 5,008,430 Class A Ordinary Shares issued to Kastle Limited) outstanding as of September 30, 2023, as reported in the Company's current report on Form 6-K filed with the Securities and Exchange Commission on November 29, 2023.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Morningside China TMT Top Up Fund, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
- 

4. Citizenship or Place of Organization  
Cayman Islands
- 

<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	5.	Sole Voting Power	10	
	6.	Shared Voting Power	0	
	7.	Sole Dispositive Power	10	
	8.	Shared Dispositive Power	0	

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10
- 

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- 

11. Percent of Class Represented by Amount in Row (9)  
0% (6)
- 

12. Type of Reporting Person (See Instructions)  
PN
- 

(6) The ownership percentage of the Reporting Person is calculated based on a total of 827,140,610 Class A Ordinary Shares (excluding 5,008,430 Class A Ordinary Shares issued to Kastle Limited) outstanding as of September 30, 2023, as reported in the Company's current report on Form 6-K filed with the Securities and Exchange Commission on November 29, 2023.

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**Item 1.**

(a) Name of Issuer:

Sound Group Inc.

(b) Address of Issuer's Principal Executive Offices:

60 Anson Road  
Mapletree Anson  
#09-01/02  
Singapore 079914

**Item 2.**

(a) Name of Person Filing:

- I. TMT General Partner Ltd.
- II. Morningside China TMT GP II, L.P.
- III. Morningside China TMT Fund II, L.P.
- IV. Morningside China TMT Top Up Fund, L.P.

(b) Address of Principal Business Office or, if none, Residence:

I, II, III & IV:  
c/o Suite 905-6, 9th Floor  
ICBC Tower, Three Garden Road  
Hong Kong

(c) Citizenship:

I, II, III & IV:  
Cayman Islands

(d) Title of Class of Securities:

Class A ordinary shares, par value US\$0.0001 per share ("Ordinary Shares")

(e) CUSIP Number:

There is no CUSIP number assigned to the Class A Ordinary Shares. CUSIP number 53933L203 has been assigned to the American Depositary Shares (each an "ADS") of Sound Group Inc. (the "Company"), which are quoted on the Nasdaq Capital Market under the symbol "SOGP." Each ADS represents 200 Class A Ordinary Shares.

**Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable

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**Item 4. Ownership**

(a) Amount beneficially owned:

The information required by Items 4(a) is set forth in Row 9 of the cover page for each Reporting Person and is incorporated herein by reference.

(b) Percent of class:

The information required by Items 4(a) is set forth in Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

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

The information required by Items 4(c) is set forth in Rows 5-8 of the cover page for each Reporting Person and is incorporated herein by reference.

TMT General Partner Ltd. is the general partner of Morningside China TMT GP II, L.P. Morningside China TMT GP II, L.P. is the general partner of Morningside China TMT Fund II, L.P. Morningside China TMT Fund II, L.P. is the record owner of 160 Class A Ordinary Shares and Morningside China TMT Top Up Fund, L.P. is the record owner of 10 Class A Ordinary Shares. TMT General Partner Ltd. is controlled by its board consisting of three individuals, Jianming Shi, Qin Liu, and Gerald Lokchung Chan, who have the voting and dispositive powers over the Class A Ordinary Shares held by Morningside China TMT Fund II, L.P. and Morningside China TMT Top Up Fund, L.P.

**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**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certifications**

Not applicable

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**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.

Date: February 14, 2024

**TMT General Partner Ltd.**

By: /s/ LIU, Qin

Name: LIU, Qin

Title: Director

**Morningside China TMT GP II, L.P.**

By: TMT General Partner Ltd., as its general partner

By: /s/ LIU, Qin

Name: LIU, Qin

Title: Director

**Morningside China TMT Fund II, L.P.,**

By: Morningside China TMT GP II, L.P., as its general partner

By: TMT General Partner Ltd., as its general partner

By: /s/ LIU, Qin

Name: LIU, Qin

Title: Director

**Morningside China TMT Top Up Fund, L.P.,**

By: Morningside China TMT GP II, L.P., as its general partner

By: TMT General Partner Ltd., as its general partner

By: /s/ LIU, Qin

Name: LIU, Qin

Title: Director

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**Exhibit Index**

**Exhibit**

**No.**

**Exhibit**

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<u>99.1</u>	<u><a href="#">Joint Filing Agreement, dated as of February 24, 2021, by and between the Reporting Persons (incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on February 24, 2021).</a></u>
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