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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Starco Brands, Inc.

(Name of Issuer)

Class A Common Stock (Title of Class of Securities)

85526F201

(CUSIP Number)

September 30, 2024

(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										
-	Lightspeed Venture Partners XI, L.P.									
2.	Check the Appropriate Box if a Member of a Group (See Instructions)									
	(a)	(a) \Box								
	(b) 🗵 (1)									
3.	SEC Use Only									
4.	Citizer	ship or Plac	ce of Organization							
	Cayman Islands									
-		5.	Sole Voting Power							
			0							
Number o	of	6.	Shared Voting Power							
Shares Beneficial	lly		30,979,630 shares							
Owned by Each	y	7.	Sole Dispositive Power							
Reporting			0							
Person W	ith	8.	Shared Dispositive Power							
			30,979,630 shares							
9.	Aggreg	gate Amoun	t Beneficially Owned by Each Reporting Person							
	30,979,630 shares									
10.			egate Amount in Row (9) Excludes Certain Shares (See Instructions)							
11.	Percent of Class Represented by Amount in Row (9)									
	4.8% (2)									
-		,	Person (See Instructions)							
	PN									
-										

- (1) This Schedule 13G is filed by Lightspeed Venture Partners XI, L.P., a Cayman Islands exempted limited partnership ("Lightspeed XI"), Lightspeed General Partner XI, L.P., a Cayman Islands exempted limited partnership ("LGP XI"), Lightspeed Ultimate General Partner XI, Ltd., a Cayman Islands company limited by shares ("LUGP XI"), Barry Eggers ("Eggers"), Ravi Mhatre ("Mhatre") and Peter Nieh ("Nieh" and, with Lightspeed XI, LGP XI, LUGP XI, Eggers and Mhatre collectively, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) This percentage is calculated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on August 14, 2024.

	Names of Reporting Persons									
2.		Lightspeed General Partner XI, L.P. Choole the Ammonistic Day if a Mambar of a Crown (See Instructions)								
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a)									
	(b)	(b) 🖾 (1)								
3.										
4.	Citizenship or Place of Organization									
	Cayman	Islands								
		5.	Sole Voting Power							
Number	r of	6.	0 Shared Voting Power							
Shares		0.	Shared voting Power							
Benefic Owned			30,979,630 shares							
Each	•	7.	Sole Dispositive Power							
Reportin Person			0							
1 013011	vv itil	8.	Shared Dispositive Power							
			30,979,630 shares							
9.	Aggregate Amount Beneficially Owned by Each Reporting Person									
	20.070	30,979.630 shares								
10.			egate Amount in Row (9) Excludes Certain Shares (See Instructions)							
11.			epresented by Amount in Row (9)							
	4.8% (2)									
10		Type of Reporting Person (See Instructions)								
12.	Type of	Reporting	Person (See Instructions)							
12.	Type of PN	Reporting	Person (See Instructions)							
	PN									
1) Thi	PN s Schedule	13G is file	d by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.							
1) Thi 2) Thi	PN s Schedule s percentag	13G is file	d by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on							
1) Thi 2) Thi	PN s Schedule s percentag	13G is file								
1) Thi 2) Thi	PN s Schedule s percentag	13G is file	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024.							
1) Thi 2) Thi	PN s Schedule s percentag	13G is file	d by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on							
1) Thi 2) Thi	PN s Schedule s percentag	13G is file	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024.							
1) Thi: 2) Thi For	PN s Schedule s percentag m 10-Q file	13G is file ge is calcul ed with the	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024.							
1) Thi 2) Thi For	PN s Schedule s percentag m 10-Q file No. 85520	13G is file ge is calcul ed with the 5F201	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024.							
1) Thi: 2) Thi For	PN s Schedule s percentag m 10-Q file No. 85520	13G is file ge is calcul ed with the 5F201	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024.							
1) Thi 2) Thi For	PN s Schedule s percentag m 10-Q file No. 85520 Names of	13G is file ge is calcul ed with the 5F201 of Reportin	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024.							
1) Thi 2) Thi For	PN s Schedule s percentag m 10-Q file No. 85520 Names of Lightspu Check t	13G is file ge is calcul ed with the 5F201 of Reportin eed Ultima	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024. 3 ag Persons							
1) Thi 2) Thi For <u>CUSIP</u> 1.	PN s Schedule s percentag m 10-Q file No. 85520 Names o Lightspo	13G is file ge is calcul ed with the 5F201 of Reportin eed Ultima	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024. 3 ag Persons te General Partner XI, Ltd.							
1) Thi 2) Thi For <u>CUSIP</u> 1.	PN s Schedule s percentag m 10-Q file No. 85520 Names of Lightspu Check t	13G is file ge is calcul ed with the 5F201 of Reportin eed Ultima he Approp	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024. 3 ag Persons te General Partner XI, Ltd. riate Box if a Member of a Group (See Instructions)							
1) Thi 2) Thi For <u>CUSIP</u> 1.	PN s Schedule s percentag m 10-Q file No. 85526 Names of Lightspo Check th (a)	13G is file ge is calcul ed with the 5F201 of Reportin eed Ultima he Approp □ ⊠ (1)	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024. 3 ag Persons te General Partner XI, Ltd.							
1) Thi 2) Thi For <u>CUSIP</u> 1. 2.	PN s Schedule s percentag m 10-Q file No. 85520 Names of Lightspo Check ti (a) (b) SEC Us	13G is file ge is calcul ed with the 5F201 of Reportin eed Ultima he Approp □ ⊠ (1) e Only	ed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024. 3 ag Persons te General Partner XI, Ltd. riate Box if a Member of a Group (See Instructions)							
 This This For CUSIP: 2. 3.	PN s Schedule s percentag m 10-Q file No. 85520 Names of Lightspo Check ti (a) (b) SEC Us	13G is file ge is calcul ed with the 5F201 of Reportin eed Ultima he Approp □ ☑ (1) e Only hip or Plac	ad by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. ated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on SEC on August 14, 2024. 3 ag Persons te General Partner XI, Ltd. riate Box if a Member of a Group (See Instructions)							

Shares Beneficially		6. Shared Voting Power						
Owned	2		30,979,630 shares					
Each Reportir	ıg	7.	Sole Dispositive Power					
Person V			0					
		8.	Shared Dispositive Power					
			30,979,630 shares					
9.	Aggreg	Aggregate Amount Beneficially Owned by Each Reporting Person						
	30,979,630 shares							
10.	Check i	s if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)						
11.	Percent	Percent of Class Represented by Amount in Row (9)						
4.8% (2)								
12.	Type of	Type of Reporting Person (See Instructions)						
	<u></u> CO							
(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.								

(2) This percentage is calculated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2024.

	No. 8552									
1.	Names	of Reporti	ng Persons							
	Barry I									
2.	Check the Appropriate Box if a Member of a Group (See Instructions)									
	(a)									
	(b)	区(1)								
3.		se Only								
4.	Citizenship or Place of Organization									
	United	States								
		5.	Sole Voting Power							
			0							
Number of Shares Beneficially		6.	Shared Voting Power							
			-							
Owned b		7.	30,979,630 shares Sole Dispositive Power							
Each Reportin	g	7.	Sole Dispositive Fower							
Person V			0							
		8.	Shared Dispositive Power							
			30,979,630 shares							
9.	Aggreg	gate Amour	nt Beneficially Owned by Each Reporting Person							
	30,979	,630 shares	;							
10.	Check	if the Aggr	regate Amount in Row (9) Excludes Certain Shares (See Instructions)							
11.	Percen	t of Class F	Represented by Amount in Row (9)							
	4.8% (2	2)								
12.	Type of Reporting Person (See Instructions)									
	IN	-								

(2) This percentage is calculated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2024.

1. Names of Reporting Persons Ravi Mhatre 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ☑ (1) 3. SEC Use Only 4. Citizenship or Place of Organization United States 							
 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) 区 (1) 3. SEC Use Only 4. Citizenship or Place of Organization 							
(a) □ (b) ⊠ (1) 3. SEC Use Only 4. Citizenship or Place of Organization							
(a) □ (b) ⊠ (1) 3. SEC Use Only 4. Citizenship or Place of Organization							
(b) ⊠ (1) 3. SEC Use Only 4. Citizenship or Place of Organization							
 SEC Use Only Citizenship or Place of Organization 							
4. Citizenship or Place of Organization							
	·						
United States							
	United States						
5. Sole Voting Power	Sole Voting Power						
0							
Number of 6. Shared Voting Power							
Beneficially 30.979.630 shares							
Owned by 50,977,000 shares Each 7. Sole Dispositive Power							
Reporting Demon With 0							
Person With 0 8. Shared Dispositive Power							
30.979.630 shares							
9. Aggregate Amount Beneficially Owned by Each Reporting Person							
30,979,630 shares							
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)							
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9)							
	referent of Class Represented by Africult III Row (9)						
4.8% (2)							
12. Type of Reporting Person (See Instructions)							
IN	IN						

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) This percentage is calculated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2024.

6

1.	Names of Reporting Persons Peter Nieh									
2.	Check the Appropriate Box if a Member of a Group (See Instructions)									
	(a)	(a) \Box								
	(b)	区(1)	(1)							
3.	SEC Us	se Only								
4.	Citizenship or Place of Organization									
	United States									
		5.	Sole Voting Power							
			0							
Numbe Shares		6.	Shared Voting Power							
Benefi	cially		30,979,630 shares							
Owned Each	by	7.	Sole Dispositive Power							
Report Person			0							
		8.	Shared Dispositive Power							
			30,979,630 shares							
9.	Aggregate Amount Beneficially Owned by Each Reporting Person									
	30,979,630 shares									
10.	Check i	if the Agg	regate Amount in Row (9) Excludes Certain Shares (See Instructions)							
	Percent of Class Represented by Amount in Row (9)									

12. Type of Reporting Person (See Instructions) IN

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) This percentage is calculated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2024.

Item 1.

Item 2.

(a)	Name of Issuer							
	Starco Brands, Inc.							
(b)	Address of Issuer's Principal Executive Offices							
	708 N. Citrus Ave. Los Angeles, CA 90038							
(a)	Name of Person Filing							
	Lightspeed Venture Partners XI, L.P. ("Lightspeed XI") Lightspeed General Partner XI, L.P. ("LGP XI") Lightspeed Ultimate General Partner XI, Ltd. ("LUGP XI") Barry Eggers ("Eggers") Ravi Mhatre ("Mhatre") Peter Nich ("Nich")							
(b)	Address of Principal Business Office or, if none, Residence							
	c/o Lightspeed Venture Partners 2200 Sand Hill Road Menlo Park, CA 94025							
(c)	Citizenship							
	Entities:	Lightspeed XI LGP XI	 Cayman Islands Cayman Islands 					
	Individuals:	LUGP XI Eggers Mhatre Nieh	 Cayman Islands United States United States United States 					
(d)	Title of Class of Se							
	Class A Common Stock ("Class A Common Stock")							
(e)	Class A common stock (Class A common stock) CUSIP Number							
	85526F201							
	85526F201							
	is statement is filed p applicable	oursuant to §§240.13d-1((b) or 240.13d-2(b) or (c), check whether the person filing is a:					
			8					

Item 4. Ownership

Item 3.

The following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 is provided as of September 30, 2024:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (2)
Lightspeed XI (1)	30,979,630	—	30,979,630	—	30,979,630	30,979,630	4.8%
LGP XI (1)	—	_	30,979,630	_	30,979,630	30,979,630	4.8%
LUGP XI (1)	_	_	30,979,630	_	30,979,630	30,979,630	4.8%
Eggers (1)	—	_	30,979,630	_	30,979,630	30,979,630	4.8%
Mhatre (1)	_	_	30,979,630	_	30,979,630	30,979,630	4.8%
Nieh (1)	_	_	30,979,630	_	30,979,630	30,979,630	4.8%

(1) Includes 30,979,630 shares of Class A Common Stock held by Lightspeed XI which may be deemed to be beneficially owned by LGP XI, EUGP XI, Eggers, Mhatre and Nieh because (i) LGP XI is the general partner of Lightspeed XI, (ii) LUGP XI is the general partner of LGP XI and (iii) Eggers, Mhatre and Nieh serve as directors of LUGP XI. Each of the Reporting Persons (other than Lightspeed XI) and each of their affiliated entities and the officers, directors, partners, members and managers thereof, disclaims beneficial ownership of the securities held directly by Lightspeed XI.

(2) This percentage is calculated based upon 647,431,696 shares of Class A Common Stock outstanding as of August 14, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2024.

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. 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 such purpose or effect.

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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.

Dated: November 14, 2024

Lightspeed Venture Partners XI, L.P.

- By: Lightspeed General Partner XI, L.P.
- its General Partner
- By: Lightspeed Ultimate General Partner XI, Ltd. its General Partner
- By: <u>/s/ Ravi Mhatre</u> Name: Ravi Mhatre Title: Director

Lightspeed General Partner XI, L.P.

- By: Lightspeed Ultimate General Partner XI, Ltd. its General Partner
- By: /s/ Ravi Mhatre
 - Name: Ravi Mhatre Title: Duly Director

Lightspeed Ultimate General Partner XI, Ltd.

By: <u>/s/ Ravi Mhatre</u> Name: Ravi Mhatre Title: Director

/s/ Barry Eggers Barry Eggers

Darry Eggers

/s/ Ravi Mhatre Ravi Mhatre

/s/ Peter Nieh

Peter Nieh

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

11

EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Class A Common Stock of Starco Brands, Inc. is filed on behalf of each of us.

Dated: November 14, 2024

Lightspeed Venture Partners XI, L.P.

- By: Lightspeed General Partner XI, L.P. its General Partner
- By: Lightspeed Ultimate General Partner XI, Ltd. its General Partner
- By: /s/ Ravi Mhatre

Name: Ravi Mhatre Title: Director

Lightspeed General Partner XI, L.P.

By: Lightspeed Ultimate General Partner XI, Ltd.

its General Partner

By: <u>/s/ Ravi Mhatre</u> Name: Ravi Mhatre

Title: Duly Director

Lightspeed Ultimate General Partner XI, Ltd.

By: /s/ Ravi Mhatre

Name: Ravi Mhatre Title: Director

/s/ Barry Eggers Barry Eggers

Darry Eggers

/s/ Ravi Mhatre Ravi Mhatre

/s/ Peter Nieh Peter Nieh