

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Jones Erin</u> (Last) (First) (Middle) C/O GRITSTONE BIO, INC. 5959 HORTON STREET, SUITE 300 (Street) EMERYVILLE CA 94608 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gritstone bio, Inc. [GRTS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, CHIEF OPERATING OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2024		A		27,128 ⁽¹⁾	A	\$0	373,042 ⁽²⁾	D	
Common Stock	05/16/2024		S ⁽³⁾		13,749	D	\$0.7483 ⁽⁴⁾	359,293	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$0.75	05/15/2024		A		235,000		(5)	05/14/2034	Common Stock	235,000	\$0	235,000	D	

Explanation of Responses:

- Represents Performance Stock Units ("PSUs") granted on March 22, 2024 that were earned by the Reporting Person as a result of the achievement of certain performance criteria as certified by the Issuer's Board of Directors on May 15, 2024. The PSUs vest over one year; 1/2 vested on May 15, 2024, and thereafter the remaining 1/2 will vest on May 15, 2025, subject to the continuing service of the Reporting Person on such vesting date. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock.
- Includes 362,735 Restricted Stock Units ("RSUs") and PSUs which are subject to vesting.
- The sale of shares is for the sole purpose of covering the Reporting Person's tax liability with respect to the settlement of PSUs.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.735 to \$0.7616 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vests as to 1/2 of the total grant on September 30, 2024, with the remainder of grant vesting on September 30, 2025, subject to the continued service of the Reporting Person on each vesting date.

/s/ Vassiliki Economides, 05/17/2024
 Attorney-in-Fact for Erin Jones

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.