

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Clarus Lifesciences III, L.P.</u>  (Last) (First) (Middle) 1700 OWENS STREET SUITE 500  (Street) SAN FRANCISCO CA 94158  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gritstone Oncology, Inc. [ GRTS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2018	
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	09/28/2018		P		333,333	A	\$15	333,333	D <sup>(1)</sup>	
Common Stock	10/02/2018		C		2,234,112	A	(2)(3)	2,567,445	D <sup>(1)</sup>	

**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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(2)	10/02/2018		C			1,565,216	(2)	(2)	Common Stock	1,565,216	\$0	0	D <sup>(1)</sup>	
Series B Convertible Preferred Stock	(3)	10/02/2018		C			668,896	(3)	(3)	Common Stock	668,896	\$0	0	D <sup>(1)</sup>	

1. Name and Address of Reporting Person\*  
Clarus Lifesciences III, L.P.  
 (Last) (First) (Middle)  
 1700 OWENS STREET  
 SUITE 500  
 (Street)  
 SAN FRANCISCO CA 94158  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Clarus Ventures III GP, L.P.  
 (Last) (First) (Middle)  
 C/O CLARUS VENTURES  
 101 MAIN STREET, SUITE 1210  
 (Street)  
 CAMBRIDGE MA 02142  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Clarus Ventures III, LLC

(Last) (First) (Middle)

101 MAIN STREET  
SUITE 1210

(Street)  
CAMBRIDGE MA 02142

(City) (State) (Zip)

**Explanation of Responses:**

1. Clarus Ventures III GP, L.P. ("GPLP"), as the sole GP of the Reporting Person, may be deemed to beneficially own certain shares held by the Reporting Person. The GPLP disclaims beneficial ownership of all shares held by the Reporting Person in which the GPLP does not have pecuniary interest. Clarus Ventures III, LLC ("GPLLC"), as the sole GP of the GPLP, may be deemed to beneficially own certain of the shares held by the Reporting Person. The GPLLC disclaims beneficial ownership of all shares held by the Reporting Person in which it does not have pecuniary interest. Each of Nicholas Galakatos, Dennis Henner, Robert Liptak, Nicholas Simon, Scott Requadt and Kurt Wheeler, as managing directors of the GPLLC, may be deemed to beneficially own certain shares held by the Reporting Person. Each of Messrs. Galakatos, Henner, Liptak, Simon, Requadt and Wheeler disclaims beneficial ownership of all shares held of record by the Reporting Person in which he does not have pecuniary interest.

2. The Series A Convertible Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.

3. The Series B Convertible Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.

/s/ Robert Liptak, Attorney-in-  
Fact for Clarus Lifesciences III, 10/02/2018  
L.P.

\*\* 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.**