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

**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

1. Name and Address of Reporting Person * <u>Jerel Davis</u>  (Last) (First) (Middle) <u>C/O GRAPHITE BIO, INC.</u> <u>279 EAST GRAND AVENUE, SUITE 430</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Graphite Bio, Inc. [ GRPH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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 Preferred Stock	(1)	02/16/2021		A <sup>(2)</sup>		10,000,000		(1)	(1)	Common Stock	4,111,842	\$1	30,019,945	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(4)	03/11/2021		A <sup>(2)</sup>		3,715,415		(4)	(4)	Common Stock	1,527,719	\$5.06	3,715,415	I	See footnote <sup>(5)</sup>
Stock Option (right to buy)	\$17	06/24/2021		A		40,000		(6)	06/23/2031	Common Stock	40,000	\$0.00	40,000	D	

**Explanation of Responses:**

- These shares of the Issuer's Series A Preferred Stock will automatically convert on a 2.432-for-one basis into the number of shares of the Issuer's common stock shown in Column 7 immediately upon closing of the Issuer's initial public offering ("IPO") without payment of additional consideration. The Series A Preferred Stock has no expiration date.
- This transaction occurred prior to the Issuer's IPO and is being reported on Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. The securities covered by such transaction were previously included on the Reporting Person's Form 3.
- These shares are held by Versant Venture Capital VI, L.P. ("VVC VI"). Versant Ventures VI GP-GP, LLC ("VV VI GP") is the sole general partner of Versant Ventures VI GP, L.P. ("VV VI") and VV VI is the sole general partner of VVC VI. The Reporting Person, a member of the Issuer's board of directors, is a managing member of VV VI GP and may be deemed to share voting and dispositive power over the shares held by VVC VI. Each of VV VI GP, VV VI and the Reporting Person disclaims beneficial ownership of the shares held by VVC VI, except to the extent of their respective pecuniary interests therein.
- These shares of the Issuer's Series B Preferred Stock will automatically convert on a 2.432-for-one basis into the number of shares of the Issuer's common stock shown in Column 7 immediately upon closing of the Issuer's IPO without payment of additional consideration. The Series B Preferred Stock has no expiration date.
- These shares are held by Versant Vantage II, L.P. ("VV II"). Versant Vantage II GP-GP, LLC ("VV II GP-GP") is the sole general partner of Versant Vantage II GP, L.P. ("VV II GP") and VV II GP is the sole general partner of VV II. The Reporting Person, a member of the Issuer's board of directors, is a managing member of VV II GP-GP and may be deemed to share voting and dispositive power over the shares held by VV II. Each of VV II GP-GP, VV II GP and the Reporting Person disclaims beneficial ownership of the shares held by VV II, except to the extent of their respective pecuniary interests therein.
- 1/36th of the shares subject to such option vest and become exercisable in substantially equal monthly installments on each monthly anniversary of June 24, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.

**Remarks:**

/s/ Franco Valle, attorney-in-fact 06/28/2021  
 \*\* 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.