

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

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>Stultz Katherine V</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) Director 10% Owner Officer (give title below) Other (specify below) X CHIEF OPERATING OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/13/2021</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2021		C		8,126	A	(1)	216,020	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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.3 ⁽²⁾	01/13/2021		A ⁽³⁾		99,753 ⁽²⁾		(4)	01/12/2031	Common Stock	99,753 ⁽²⁾	\$0.00	99,753 ⁽²⁾	D	
Series B Preferred Stock	(1)	03/11/2021		A ⁽³⁾		19,763		(1)	(1)	Common Stock	8,126	\$5.06	19,763	D	
Stock Option (right to buy)	\$6.11 ⁽²⁾	03/17/2021		A ⁽³⁾		209,846 ⁽²⁾		(5)	03/16/2031	Common Stock	209,846 ⁽²⁾	\$0.00	209,846 ⁽²⁾	D	
Stock Option (right to buy)	\$6.11 ⁽²⁾	03/17/2021		A		89,934 ⁽²⁾		(6)	03/16/2031	Common Stock	89,934 ⁽²⁾	\$0.00	89,934 ⁽²⁾	D	
Series B Preferred Stock	(1)	06/29/2021		C			19,763	(1)	(1)	Common Stock	8,126	\$0.00	0	D	

Explanation of Responses:

- These shares of Series B Preferred Stock were convertible at any time at the holder's election and automatically converted on a 2.432-for-one basis into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering ("IPO") without payment of additional consideration. The Series B Preferred Stock had no expiration date.
- On June 21, 2021, the Issuer completed a one-for-2.432 reverse stock split of the Issuer's Common Stock ("Reverse Stock Split"). This amount has been adjusted to give effect to this Reverse Stock Split.
- This transaction occurred prior to the 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.
- 25% of the shares subject to such option vest and become exercisable when the Reporting Person completes twelve months of continuous service after August 31, 2020, and the remainder of the shares vest and become exercisable in substantially equal monthly installments for a period of 36 months thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. The option provides for an early exercise provision of unvested shares, subject to the Issuer's right to repurchase.
- 1/48th of the shares subject to such option vest and become exercisable in substantially equal monthly installments on each monthly anniversary of March 17, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.
- The option was granted subject to the achievement by the Company of performance vesting criteria. On June 29, 2021 the performance vesting criteria was met such that the option became reportable. 1/48th of the shares subject to such option vest and become exercisable in substantially equal monthly installments on each monthly anniversary of March 17, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.

Remarks:

/s/ Franco Valle, attorney-in-fact 07/01/2021

** 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.