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**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>Versant Venture Capital VI, L.P.</u>  (Last) (First) (Middle) ONE SANSOME STREET, SUITE 3630  (Street) SAN FRANCISCO CA 94104  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2021	
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	06/29/2021		C		12,343,727	A	(1)	14,708,398	D <sup>(2)</sup>	
Common Stock	06/29/2021		C		1,527,719	A	(3)	1,527,719	I	See footnote <sup>(4)</sup>
Common Stock	06/29/2021		P		180,000	A	\$17	1,707,719	I	See footnote <sup>(4)</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
Series A Preferred Stock	(1)	06/29/2021		C		30,019,945		(1)	(1)	Common Stock	12,343,727	(1)	0	D <sup>(2)</sup>	
Series B Preferred Stock	(3)	06/29/2021		C		3,715,415		(3)	(3)	Common Stock	1,527,719	(3)	0	I	See footnote <sup>(4)</sup>

1. Name and Address of Reporting Person * <u>Versant Venture Capital VI, L.P.</u>  (Last) (First) (Middle) ONE SANSOME STREET, SUITE 3630  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Versant Ventures VI GP, L.P.</u>  (Last) (First) (Middle) ONE SANSOME STREET, SUITE 3630  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Versant Ventures VI GP-GP, LLC</a>		
(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 3630		
(Street)		
SAN FRANCISCO	CA	94104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Versant Vantage II, L.P.</a>		
(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 3630		
(Street)		
SAN FRANCISCO	CA	94104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Versant Vantage II GP, L.P.</a>		
(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 3630		
(Street)		
SAN FRANCISCO	CA	94104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Versant Vantage II GP-GP, LLC</a>		
(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 3630		
(Street)		
SAN FRANCISCO	CA	94104
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These shares of the Series A 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 A Preferred Stock had no expiration date.
2. 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. Jerel C. Davis, 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 Jerel C. Davis disclaims beneficial ownership of the shares held by VVC VI, except to the extent of their respective pecuniary interests therein. Jerel C. Davis is a director of the Issuer and, accordingly files separate Section 16 reports.
3. These shares of the 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 into shares of the Issuer's common stock immediately upon the closing of the IPO without payment of additional consideration. The Series B Preferred Stock had no expiration date.
4. 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. Jerel C. Davis, 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 Jerel C. Davis disclaims beneficial ownership of the shares held by VV II, except to the extent of their respective pecuniary interests therein. Jerel C. Davis is a director of the Issuer and, accordingly files separate Section 16 reports.

**Remarks:**

[Versant Venture Capital VI, L.P.](#)  
 By: [Versant Ventures VI GP, L.P.](#)  
 Its: [General Partner By: Versant Ventures VI GP-GP, LLC](#) By: [/s/ Robin L. Praeger](#) Its: [Managing Director](#) 07/01/2021

[Versant Ventures VI GP, L.P.](#)  
 By: [/s/ Robin L. Praeger](#) Its: [Managing Director](#) 07/01/2021

[Versant Ventures VI GP-GP, LLC](#)  
 By: [/s/ Robin L. Praeger](#) Its: [Managing Director](#) 07/01/2021

Versant Vantage II, LP By:  
Versant Vantage I GP, L.P. Its:  
General Partner By: Versant 07/01/2021  
Vantage II GP-GP, LLC Its:  
General Partner By: /s/ Robin L.  
Praeger Its: Managing Director  
Versant Vantage II GP, L.P., By:  
Versant Vantage II GP-GP, LLC 07/01/2021  
Its: General Partner By: /s/ Robin  
L. Praeger Its: Managing Director  
Versant Vantage II GP-GP, LLC,  
By: /s/ Robin L. Praeger Its: 07/01/2021  
Managing Director  
\*\* 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.**