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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>Samsara BioCapital, L.P.</u> (Last) (First) (Middle) <u>628 MIDDLEFIELD ROAD</u> (Street) <u>PALO ALTO CA 94301</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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			
Common Stock	06/29/2021		C		6,167,763	A	(1)	6,167,763	I	By Fund ⁽²⁾
Common Stock	06/29/2021		C		741,107	A	(1)	6,908,870	I	By Fund ⁽²⁾
Common Stock	06/29/2021		C		22,753	A	(1)	22,753	I	By Fund ⁽³⁾
Common Stock	06/29/2021		P		485,000	A	\$17	7,393,870	I	By Fund ⁽²⁾
Common Stock	06/29/2021		P		15,000	A	\$17	37,753	I	By Fund ⁽³⁾

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 Redeemable Convertible Preferred Stock	(1)	06/29/2021		C			15,000,000	(1)	(1)	Common Stock	6,167,763	\$0.00	0	I	By Fund ⁽²⁾
Series B Redeemable Convertible Preferred Stock	(1)	06/29/2021		C			1,802,372	(1)	(1)	Common Stock	741,107	\$0.00	0	I	By Fund ⁽²⁾
Series B Redeemable Convertible Preferred Stock	(1)	06/29/2021		C			55,336	(1)	(1)	Common Stock	22,753	\$0.00	0	I	By Fund ⁽³⁾

1. Name and Address of Reporting Person * <u>Samsara BioCapital, L.P.</u> (Last) (First) (Middle) <u>628 MIDDLEFIELD ROAD</u> (Street) <u>PALO ALTO CA 94301</u> (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>436, L.P.</u>		
(Last)	(First)	(Middle)
628 MIDDLEFIELD ROAD		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<u>AKKARAJU SRINIVAS</u>		
(Last)	(First)	(Middle)
628 MIDDLEFIELD ROAD		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of the redeemable convertible preferred stock automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering (the "IPO") for no additional consideration, on a one-for-2.432 basis, and had no expiration date.
- Shares held by Samsara BioCapital, L.P. ("Samsara LP"). Samsara BioCapital GP, LLC ("Samsara LLC") is the general partner of Samsara LP and may be deemed to beneficially own the shares held by Samsara LP. Dr. Srinivas Akkaraju, MD, Ph.D. has voting and investment power over the shares held by Samsara LP and, accordingly, may be deemed to beneficially own the shares held by Samsara LP. Each of Samsara LLC and Dr. Akkaraju disclaims beneficial ownership in these shares except to the extent of his or its respective pecuniary interest therein.
- Shares held by 436, L.P. ("436 LP"). 436, LLC ("436 LLC") is the general partner of 436 LP and may be deemed to beneficially own the shares held by 436 LP. Dr. Srinivas Akkaraju, MD, Ph.D. has voting and investment power over the shares held by 436 LP and, accordingly, may be deemed to beneficially own the shares held by 436 LP. Each of 436 LLC and Dr. Akkaraju disclaims beneficial ownership in these shares except to the extent of his or its respective pecuniary interest therein.

Remarks:

<u>Samsara BioCapital, L.P., By:</u>	
<u>Samsara BioCapital GP, LLC, its</u>	<u>07/01/2021</u>
<u>General Partner, By /s/ Srinivas</u>	
<u>Akkaraju, Managing Member</u>	
<u>436, L.P., By: 436, LLC, its</u>	
<u>General Partner, By /s/ Srinivas</u>	<u>07/01/2021</u>
<u>Akkaraju, Managing Member</u>	
<u>/s/ Srinivas Akkaraju</u>	<u>07/01/2021</u>
** 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.