

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>Woiwode Thomas</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>Gritstone bio, Inc. [GRTS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2021</u>	

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	08/25/2021		j ⁽¹⁾		444,744	D	\$0.00	902,965	I	See Footnote ⁽²⁾
Common Stock	08/25/2021		j ⁽³⁾		6,668	A	\$0.00	6,668	I	See Footnote ⁽⁴⁾
Common Stock	08/25/2021		j ⁽⁵⁾		6,668	D	\$0.00	0	I	See Footnote ⁽⁴⁾
Common Stock	08/25/2021		j ⁽⁶⁾		6,612	A	\$0.00	6,612	I	See Footnote ⁽⁷⁾
Common Stock	08/25/2021		j ⁽⁸⁾		6,612	D	\$0.00	0	I	See Footnote ⁽⁷⁾
Common Stock	08/25/2021		j ⁽⁹⁾		128	A	\$0.00	128	D	
Common Stock								2,723,031	I	See Footnote ⁽¹⁰⁾
Common Stock								81,908	I	See Footnote ⁽¹¹⁾
Common Stock								90,756	I	See Footnote ⁽¹²⁾
Common Stock								207,234	I	See Footnote ⁽¹³⁾

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)					

Explanation of Responses:

- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Vantage I, L.P. ("VV I") to its partners pursuant to a Rule 10b5-1 trading plan.
- Shares held by Versant Vantage I, L.P. ("VV I"). Versant Vantage I GP-GP, LLC ("VV I GP-GP") is the sole general partner of Versant Vantage I GP, L.P. ("VV I GP") and VV I GP is the sole general partner of VV I. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV I GP-GP and may be deemed to share voting and dispositive power over the shares held by VV I. Each of VV I GP-GP, VV I GP, and the Reporting Person disclaims beneficial ownership of the shares held by VV I, except to the extent of their respective pecuniary interests therein, if any.
- Represents a change in the form of ownership of VV I GP by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by VV I.
- Shares held by VV I GP. VV I GP-GP is the sole general partner of VV I GP. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV I GP-GP and may be deemed to share voting and dispositive power over the shares held by VV I GP. Each of VV I GP-GP and the Reporting Person disclaims beneficial ownership of the shares held by VV I GP, except to the extent of their respective pecuniary interests therein, if any.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VV I GP, to its partners.
- Represents a change in the form of ownership of VV I GP-GP by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by VV I GP.

7. Shares held by VV I GP-GP. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV I GP-GP and may be deemed to share voting and dispositive power over the shares held by VV I GP-GP; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
8. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VV I GP-GP, to its members.
9. Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common stock of the Issuer for no consideration by VV I GP-GP.
10. Shares held by Versant Venture Capital V, L.P. ("VVC V"). Versant Ventures V, LLC ("VV V") is the sole general partner of VVC V. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV V and may be deemed to share voting and dispositive power over the shares held by VVC V. Each of VV V and the Reporting Person disclaims beneficial ownership of the shares held by VVC V, except to the extent of their respective pecuniary interests therein, if any.
11. Shares held by Versant Affiliates Fund V, L.P. ("VAF V"). VV V is the sole general partner of VAF V. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV V and may be deemed to share voting and dispositive power over the shares held by VAF V. Each of VV V and the Reporting Person disclaims beneficial ownership of the shares held by VAF V, except to the extent of their respective pecuniary interests therein, if any.
12. Shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOAF I"). VV V is the sole general partner of VOAF I. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV V and may be deemed to share voting and dispositive power over the shares held by VOAF I. Each of VV V and the Reporting Person disclaims beneficial ownership of the shares held by VOAF I, except to the extent of their respective pecuniary interests therein, if any.
13. Shares held by Versant Venture Capital V (Canada) LP ("VVC V (Canada)"). Versant Ventures V (Canada) GP-GP, Inc. ("VV V (Canada) GP") is the sole general partner of Versant Ventures V (Canada), L.P. ("VV V (Canada)") and VV V (Canada) is the sole general partner of VVC V (Canada). The Reporting Person, a member of the Issuer's board of directors, is a director of VV V (Canada) GP and may be deemed to share voting and dispositive power over the shares held by VVC V (Canada). Each of VV V (Canada), VV V (Canada) GP and the Reporting Person disclaims beneficial ownership of the shares held by VVC V (Canada), except to the extent of their respective pecuniary interests therein, if any.

Remarks:

/s/ Robin L. Praeger, attorney-
in-fact for Thomas Woiwode 08/27/2021

** 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.

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