#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 6)

# **GRITSTONE BIO, INC.**

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

39868T105

(CUSIP Number)

December 31, 2022

#### (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

⊠ Rule 13d-1(c)

□ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	0.398681105					
1	NAME OF REPORTING PERSON					
	Redmile Grou	D. LLC				
2	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(A) □ (B) □					
3	SEC Use Only					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware					
	Delaware	5	Sole Voting Power			
		_				
			0			
	MBER OF HARES	6	Shared Voting Power			
	EFICIALLY		8,483,322 <sup>(1)</sup>			
	VNED BY	7	Sole Dispositive Power			
	EACH PORTING					
	SON WITH	8	0 Shared Dispositive Power			
		Ū	SHARED DISFOSITIVE I OWER			
			8,483,322 <sup>(1)</sup>			
9 Aggregate Amount Beneficially Owned by Each Reporting Person		eneficially Owned by Each Reporting Person				
	8,483,322 <sup>(1)</sup>					
10		GGREGA	te Amount in Row (9) Excludes Certain Shares (See Instructions)			
11	Percent of Class Represented by Amount in Row (9)					
	9.9% <sup>(2)</sup>					
12		pe of Reporting Person (See Instructions)				
	IA, 00					

<sup>(1)</sup> Redmile Group, LLC's beneficial ownership of the Issuer's common stock ("Common Stock") is comprised of 6,931,460 shares of Common Stock owned by certain private investment vehicles and/or separately managed accounts managed by Redmile Group, LLC (collectively, the "Redmile Funds"), which shares of Common Stock may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds. The reported securities may also be deemed beneficially owned by Jeremy C. Green as the principal of Redmile Group, LLC. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. Subject to the Beneficial Ownership Blocker (as defined below), Redmile Group, LLC may also be deemed to beneficially own 23,988,656 shares of Common Stock issuable upon exercise of certain Pre-Funded Warrants to Purchase Common Stock (the "Warrants"). Pursuant to the terms of the Warrants, a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, and any such exercise shall be void ab initio, to the extent (but only to the extent) that after giving effect to such issuance after exercise, the holder (together with the holder's affiliates, and any other persons acting as a group together with the holder or any of the holder's affiliates), would beneficially own in excess of 9.99% (the "Beneficial Ownership Limitation") of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issued upon exercise of the Warrant (the "Beneficial Ownership Blocker"). The Beneficial Ownership Limitation may be changed at a holder's election upon 61 days' notice to the Issuer. The 8,483,322 shares of Common Stock (calculated in accordance with footnote (2) below).

<sup>(2)</sup> Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in its quarterly report on Form 10-Q for the quarterly period ended September 30, 2022 filed with the SEC on November 3, 2022 (the "Form 10-Q"); plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of certain of the Warrants, which, due to the Beneficial Ownership Limitation, is the maximum number of shares that could be issued upon exercise of the Warrants.

	0. 398681105					
1	NAME OF REPORTING PERSON					
	Jeremy C. Gre	en				
			e Box if a Member of a Group (See Instructions)			
-	CHECK THE APPROPRIATE DOX IF A IVIEWBER OF A GROUP (See INSTRUCTIONS)					
	(A) 🗆					
	(A) [] (B) []					
	SEC Use Only					
CITIZENSHIP OR PLACE		LACE O	F ORGANIZATION			
4						
	United Kingdo					
		5	Sole Voting Power			
			0			
NUMBER OF		6	Shared Voting Power			
SF	IARES					
BENE	FICIALLY		8,483,322 <sup>(3)</sup>			
	NED BY	7	Sole Dispositive Power			
F	EACH	'	SOLE DISPOSITIVE POWER			
	ORTING					
	ON WITH		0			
I LING		8	Shared Dispositive Power			
			8,483,322 <sup>(3)</sup>			
9	Aggregate Amo	UNT BI	eneficially Owned by Each Reporting Person			
	8,483,322 <sup>(3)</sup>					
10	CHECK IF THE AC	GGREGA	te Amount in Row (9) Excludes Certain Shares (See Instructions)			
11	PERCENT OF CLA	SS REPF	resented by Amount in Row (9)			
	9.9% <sup>(4)</sup>					
12	Type of Reporting Person (See Instructions)					
			(			
	IN, HC					

<sup>(3)</sup> Jeremy C. Green's beneficial ownership of Common Stock is comprised of 6,931,460 shares of Common Stock owned by certain Redmile Funds, which shares of Common Stock may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds. The reported securities may also be deemed beneficially owned by Jeremy C. Green as the principal of Redmile Group, LLC. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. Subject to the Beneficial Ownership Blocker, Mr. Green may also be deemed to beneficially own 23,988,656 shares of Common Stock issuable upon exercise of the Warrants. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, to the extent that the Beneficial Ownership Blocker applies. The 8,483,322 shares of Common Stock (calculated in accordance with footnote (4) below).

<sup>(4)</sup> Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in the Form 10-Q; plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of certain of the Warrants, which, due to the Beneficial Ownership Limitation, is the maximum number of shares that could be issued upon exercise of the Warrants.

	0.398681105						
1	NAME OF REPORTING PERSON						
	D. J. H. C.						
2			aster Fund, LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
	(A) 🗆						
	(A) □ (B) □						
3	(B) SEC Use Only						
-	CITIZENSHIP OR PLACE OF ORGANIZATION						
4							
	Cayman Islan	ds					
		5	Sole Voting Power				
			0				
NUMBER OF SHARES		6	Shared Voting Power				
-	EFICIALLY						
	VNED BY	7	2,543,174 <sup>(5)</sup> Sole Dispositive Power				
	EACH	/	Sole Dispositive Power				
REI	PORTING		0				
PER	SON WITH	8	Shared Dispositive Power				
		-					
			2,543,174 <sup>(5)</sup>				
9	Aggregate Am	DUNT BE	ENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,543,174 <sup>(5)</sup>						
10	CHECK IF THE AG	GGREGAT	te Amount in Row (9) Excludes Certain Shares (See Instructions)				
11	Percent of Class Represented by Amount in Row (9)		resented by Amount in Row (9)				
	(6)						
10	3.0% <sup>(6)</sup>						
12	Type of Reporting Person (See Instructions)		son (See Instructions)				
	PN, FI						
	F14, F1						

<sup>(5)</sup> Redmile Strategic Master Fund, LP's beneficial ownership of the Issuer's Common Stock is comprised of 991,312 shares of Common Stock. Subject to the Beneficial Ownership Blocker, Redmile Strategic Master Fund, LP also beneficially owns 2,262,900 shares of Common Stock issuable upon exercise of the Warrants directly held by Redmile Strategic Master Fund, LP. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, if the Beneficial Ownership Blocker applies. The shares of Common Stock reported as beneficially owned by Redmile Strategic Master Fund, LP and the 1,551,862 shares of Common Stock that could be issued to Redmile Strategic Master Fund, LP and the 1,551,862 shares of Common Stock that could be issued to Redmile Strategic Master Fund, LP upon exercise of the Warrants directly held by Redmile Strategic Master Fund, LP under the Beneficial Ownership Blocker.

<sup>(6)</sup> Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in the Form 10-Q, plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of the Warrants directly held by Redmile Strategic Master Fund, LP (the "Strategic Master Warrants"), which due to the Beneficial Ownership Limitation is the maximum number of shares that could be issued upon exercise of the Warrants.

No. 398681105					
NAME OF REPORTING PERSON					
RedCo I, L.P.					
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
$(\mathbf{u})$					
(B)					
SEC Use Only					
CITIZENSHIP OR PLACE OF ORGANIZATION					
Delaware					
Delaware	5	Sole Voting Power			
		0			
	6	Shared Voting Power			
EFICIALLY		1,551,862 <sup>(7)</sup>			
WNED BY	7	Sole Dispositive Power			
-					
SON WITH	0	0 Shared Dispositive Power			
	ð	SHARED DISPOSITIVE POWER			
		1,551,862 <sup>(7)</sup>			
Aggregate Am	OUNT BE	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
1,551,862 <sup>(7)</sup>					
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
Percent of Class Represented by Amount in Row (9)					
<b>1.8%<sup>(8)</sup></b>					
Type of Report	Type of Reporting Person (See Instructions)				
PN					
	NAME OF REPOR RedCo I, L.P. CHECK THE APPI (A) (B) SEC USE ONLY CITIZENSHIP OR Delaware MBER OF SHARES EFICIALLY VNED BY EACH PORTING SON WITH AGGREGATE AM 1,551,862 (7) CHECK IF THE A PERCENT OF CLA 1.8%(8) Type of Report	NAME OF REPORTING PER RedCo I, L.P. CHECK THE APPROPRIATE (A) (B) SEC USE ONLY CITIZENSHIP OR PLACE O Delaware 5 MBER OF HARES EFICIALLY VNED BY EACH PORTING SON WITH 8 AGGREGATE AMOUNT BE 1,551,862 (7) CHECK IF THE AGGREGAT PERCENT OF CLASS REPE 1.8%(8) Type of Reporting Per			

<sup>(7)</sup> Subject to the Beneficial Ownership Blocker, RedCo I, L.P. beneficially owns 4,009,399 shares of Common Stock issuable upon exercise of the Warrant directly held by RedCo I, L.P. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, to the extent that the Beneficial Ownership Blocker applies. The 1,551,862 shares of Common Stock reported as beneficially owned by RedCo I, L.P. in this Schedule 13G represents the maximum number of shares that could be issued to RedCo I, L.P. upon exercise of its Warrant (calculated in accordance with footnote (8) due to the Beneficial Ownership Limitation.

<sup>(8)</sup> Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in the Form 10-Q, plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of certain of the Warrants directly held by RedCo I, L.P. (the "RedCo Warrants") which, due to the Beneficial Ownership Limitation, is the maximum number of shares that could be issued upon exercise of the Warrants.

# Item 1.

(a)	Name of Issuer
	Gritstone bio, Inc.
(b)	Address of Issuer's Principal Executive Offices
	5959 Horton Street, Suite 300 Emeryville, California 94608
Item 2.	
(a)	Name of Each Person Filing (each, a "Reporting Person")
	Redmile Group, LLC Jeremy C. Green Redmile Strategic Master Fund, LP RedCo I, L.P.
(b)	Address of Principal Business office or, if None, Residence
	Redmile Group, LLC One Letterman Drive Building D, Suite D3-300 The Presidio of San Francisco San Francisco, California 94129
	Jeremy C. Green c/o Redmile Group, LLC (NY Office) 45 W. 27th Street, Floor 11 New York, NY 10001
	Redmile Strategic Master Fund, LP c/o Redmile Group, LLC One Letterman Drive Building D, Suite D3-300 The Presidio of San Francisco San Francisco, California 94129
	RedCo I, L.P. c/o Redmile Group, LLC One Letterman Drive Building D, Suite D3-300 The Presidio of San Francisco San Francisco, California 94129
(c)	Citizenship
	Redmile Group, LLC: Delaware Jeremy C. Green: United Kingdom Redmile Strategic Master Fund, LP: Cayman Islands RedCo I, L.P.: Delaware
(d)	Title of Class of Securities
	Common Stock, \$0.0001 par value
(e)	CUSIP Number
	39868T105

- Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
  - (a) 🛛 Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
  - (b)  $\square$  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d) 🛛 Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
  - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f)  $\Box$  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h) 🛛 A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
  - (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii) (J), please specify the type of institution: \_\_\_\_\_

#### Item 4. Ownership.

(a) Amount beneficially owned:

Redmile Group, LLC – 8,483,322\* Jeremy C. Green – 8,483,322\* Redmile Strategic Master Fund, LP – 2,543,174 \*\* RedCo I, L.P. – 1,551,862 \*\*\*

(b) Percent of class:

Redmile Group, LLC – 9.9%\* Jeremy C. Green – 9.9%\* Redmile Strategic Master Fund, LP – 3.0% \*\* RedCo I, L.P. – 1.8% \*\*\*

- (c) Number of shares as to which Redmile Group, LLC has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 8,483,322\*
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 8,483,322\*

Number of shares as to which Jeremy C. Green has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 8,483,322\*
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 8,483,322\*

Number of shares as to which Redmile Strategic Master Fund, LP has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 2,543,174 \*\*
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 2,543,174 \*\*

Number of shares as to which RedCo I, L.P. has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 1,551,862 \*\*\*
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 1,551,862 \*\*\*
- \* Redmile Group, LLC's and Jeremy C. Green's beneficial ownership of the Issuer's Common Stock is comprised of 6,931,460 shares of Common Stock owned by the Redmile Funds, which shares of Common Stock may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds. The reported securities may also be deemed beneficially owned by Jeremy C. Green as the principal of Redmile Group, LLC. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. Subject to the Beneficial Ownership Blocker, Redmile Group, LLC and Mr. Green may also be deemed to beneficially own 23,988,656 shares of Common Stock issuable upon exercise of the Warrants. Pursuant to the terms of the Warrants, a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, and such exercise will be void ab initio, if the Beneficial Ownership Blocker applies. The 8,483,322 shares of Common Stock reported as beneficially owned by Redmile Group, LLC and Mr. Green in this Schedule 13G represents 9.99% of the outstanding shares of Common Stock.

Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in the Form 10-Q; plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of certain of the Warrants, which, due to the Beneficial Ownership Limitation, is the maximum number of shares that could be issued upon exercise of the Warrants.

\*\* Redmile Strategic Master Fund, LP's beneficial ownership of the Issuer's Common Stock is comprised of 991,312 shares of Common Stock. Subject to the Beneficial Ownership Blocker, Redmile Strategic Master Fund, LP also beneficially owns 2,262,900 shares of Common Stock issuable upon exercise of the Warrants directly held by Redmile Strategic Master Fund, LP Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, if the Beneficial Ownership Blocker applies. The shares of Common Stock reported as beneficially owned by Redmile Strategic Master Fund, LP in this Schedule 13G represent the shares of Common Stock held directly by Redmile Strategic Master Fund, LP and the 1,551,862 shares of Common Stock that could be issued to Redmile Strategic Master Fund, LP upon exercise of certain of the Warrants directly held by Redmile Strategic Master Fund, LP under the Beneficial Ownership Blocker.

Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in the Form 10-Q, plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of the Strategic Master Warrants, which due to the Beneficial Ownership Limitation is the maximum number of shares that could be issued upon exercise of the Warrants.

\*\*\* Subject to the Beneficial Ownership Blocker, RedCo I, L.P. beneficially owns 4,009,399 shares of Common Stock issuable upon exercise of the RedCo Warrants. The 1,551,862 shares of Common Stock reported as beneficially owned by RedCo I, L.P. in this Schedule 13G represents the maximum number of shares that could be issued to RedCo I, L.P. upon exercise of the RedCo Warrant due to the Beneficial Ownership Limitation.

Percentage based on the sum of (i) 83,366,277 shares of Common Stock outstanding as of November 1, 2022 as reported by the Issuer in the Form 10-Q; plus (ii) 1,551,862 shares of Common Stock issuable upon exercise of certain of the RedCo Warrants which, due to the Beneficial Ownership Limitation, is the maximum number of shares that could be issued upon exercise of the RedCo Warrants.

# Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following  $\Box$ 

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See the response to Item 4.

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

# Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2023

# Redmile Group, LLC

By: /s/ Jeremy C. Green

Name: Jeremy C. Green Title: Managing Member

/s/ Jeremy C. Green

Jeremy C. Green

Redmile Strategic Master Fund, LP By: Redmile Group, LLC, its investment manager

By: /s/ Jeremy C. Green

Name: Jeremy C. Green Title: Authorized Person

RedCo I, L.P. By: RedCo I (GP), LLC, its general partner

By: /s/ Jeremy C. Green

Name: Jeremy C. Green Title: Authorized Person

#### **Joint Filing Agreement**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "<u>Exchange Act</u>"), the undersigned hereby agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto, the "<u>Schedule 13G</u>") relating to the Common Stock, \$0.0001 par value per share, of Gritstone bio, Inc., which may be deemed necessary pursuant to Regulation 13D or 13G promulgated under the Exchange Act.

The undersigned further agree that each party hereto is responsible for the timely filing of the Schedule 13G, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has a reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Joint Filing Agreement shall be attached as an exhibit to the Schedule 13G, filed on behalf of each of the parties hereto.

IN WITNESS WHEREOF, each of the undersigned has executed this Joint Filing Agreement as of the 14th day of February, 2023.

#### **REDMILE GROUP, LLC**

/s/ Jeremy C. Green

Name: Jeremy C. Green Title: Managing Member

/s/ Jeremy C. Green JEREMY C. GREEN

#### **REDMILE STRATEGIC MASTER FUND, LP** By: Redmile Group, LLC, its investment manager

/s/ Jeremy C. Green Name: Jeremy C. Green

Title: Authorized Person

#### REDCO I, L.P. By: RedCo I (GP), LLC, its general partner

/s/ Jeremy C. Green Name: Jeremy C. Green Title: Authorized Person