

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>Allen Andrew R</u> <hr/> (Last) (First) (Middle) C/O GRITSTONE BIO, INC. 5959 HORTON STREET, SUITE 300 <hr/> (Street) EMERYVILLE CA 94608 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">PRESIDENT AND CEO</p>
3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2024</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	06/24/2024		G ⁽¹⁾		325,000	D	\$0	1,124,275	I	See footnote ⁽²⁾
Common Stock	06/24/2024		G ⁽³⁾		325,000	D	\$0	985,360	D	
Common Stock								325,000	I	Allen 2024 Gift Trust ⁽⁴⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

1. The reported transaction represents a bona fide gift for no consideration of the following shares of the issuer's Common Stock to the direct beneficial ownership of the reporting person: (i) 162,649 shares from the Allen 2022 Annuity Trust and (ii) 162,351 shares from The Allen Revocable Trust dated 12/19/2013.
2. The shares are directly held by the Allen 2022 Annuity Trust and The Allen Revocable Trust dated 12/19/2013 (collectively, the "Trusts") for which the reporting person serves as a co-trustee. The reporting person disclaims beneficial ownership of the shares held by the Trusts except to the extent of his pecuniary interest therein.
3. The reported transaction represents a bona fide gift for no consideration of 325,000 shares of the issuer's Common Stock to from the direct beneficial ownership of the reporting person to the Allen 2024 Gift Trust, a revocable trust for which the reporting person serves as a co-trustee.
4. The shares are directly held by the Allen 2024 Gift Trust (the "2024 Trust"), a revocable trust for which the reporting person serves as a co-trustee. The reporting person disclaims beneficial ownership of the shares held by the 2024 Trust except to the extent of his pecuniary interest therein.

/s/ Vassiliki Economides,
 Attorney-in-Fact for Andrew 06/26/2024
R. Allen

** 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.