

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Rizvi Naiyer</u> _____ (Last) (First) (Middle) C/O GRITSTONE BIO, INC. 5959 HORTON STREET, SUITE 300 _____ (Street) EMERYVILLE CA 94608 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2021	3. Issuer Name and Ticker or Trading Symbol <u>Gritstone bio, Inc. [GRTS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	02/07/2027	Common Stock	4,347	0.759	D
Stock Option (Right to Buy)	(2)	02/12/2029	Common Stock	10,000	12.02	D
Stock Option (Right to Buy)	(3)	02/24/2030	Common Stock	7,500	8.91	D

Explanation of Responses:

- Fully exercisable.
- Shares subject to the stock option vest and become exercisable on a monthly basis in equal monthly installments over a 36 month period commencing on March 1, 2019 (the "Vesting Commencement Date"), so that all shares subject to the stock option will become fully vested and exercisable on the third anniversary of the Vesting Commencement Date, subject to the Reporting Person remaining a service provider through each monthly anniversary of the grant date.
- Shares subject to the stock option vest and become exercisable on a monthly basis in equal monthly installments over a 36 month period commencing on March 1, 2020 (the "Vesting Commencement Date"), so that all shares subject to the stock option will become fully vested and exercisable on the third anniversary of the Vesting Commencement Date, subject to the Reporting Person remaining a service provider through each monthly anniversary of the grant date.

/s/ Rahsaan Thompson,
Attorney-in-Fact for 11/19/2021
Naiyer Rizvi
 ** 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 5 (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.

Gritstone bio, Inc.
Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of (i) the Chief Executive Officer of Gritstone bio, Inc., a Delaware corporation (the “**Company**”), who is currently Andrew Allen, (ii) the Company’s Chief Accounting Officer, who is currently James Cho, or (iii) the Company’s Executive Vice President & General Counsel who is currently Rahsaan Thompson and their respective successors (including anyone serving in such capacities on an interim or acting basis), signing singly, with full powers of substitution, as the undersigned’s true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the U.S. Securities and Exchange Commission (the “**SEC**”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned’s capacity as a director of the Company, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of October, 2021.

/s/ Naiyer Rizvi
Naiyer Rizvi