

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>Clarus Lifesciences III, L.P.</u> (Last) (First) (Middle) 101 MAIN STREET SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/27/2018	3. Issuer Name and Ticker or Trading Symbol <u>Gritstone Oncology, Inc. [GRTS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(2)	Common Stock	1,565,216	(1)	D ⁽³⁾	
Series B Convertible Preferred Stock	(1)	(2)	Common Stock	668,896	(1)	D ⁽³⁾	

1. Name and Address of Reporting Person* <u>Clarus Lifesciences III, L.P.</u> (Last) (First) (Middle) 101 MAIN STREET SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Clarus Ventures III, LLC</u> (Last) (First) (Middle) 101 MAIN STREET SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Clarus Ventures III GP, L.P.</u> (Last) (First) (Middle) C/O CLARUS VENTURES 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142		
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(City)

(State)

(Zip)

Explanation of Responses:

1. The shares of the Issuer's Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering.
2. The expiration date is not relevant to the conversion of these securities.
3. Clarus Ventures III GP, L.P. ("GPLP"), as the sole GP of the Reporting Person, may be deemed to beneficially own certain shares held by the Reporting Person. The GPLP disclaims beneficial ownership of all shares held by the Reporting Person in which the GPLP does not have pecuniary interest. Clarus Ventures III, LLC ("GPLLC"), as the sole GP of the GPLP, may be deemed to beneficially own certain of the shares held by the Reporting Person. The GPLLC disclaims beneficial ownership of all shares held by the Reporting Person in which it does not have pecuniary interest. Each of Nicholas Galakatos, Dennis Henner, Robert Liptak, Nicholas Simon, Scott Requadt and Kurt Wheeler, as managing directors of the GPLLC, may be deemed to beneficially own certain shares held by the Reporting Person. Each of Messrs. Galakatos, Henner, Liptak, Simon, Requadt and Wheeler disclaims beneficial ownership of all shares held of record by the Reporting Person in which he does not have pecuniary interest.

/s/ Robert Liptak, Attorney-in-
Fact for Clarus Lifesciences 09/27/2018
III, L.P.

** 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 Oncology, Inc.
Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints Robert Liptak, 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 an officer and/or 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 12th day of September, 2018.

Clarus Lifesciences III, L.P.

By: Clarus Ventures III GP, L.P., its General Partner

By: Clarus Ventures III LLC, its General Partner

By: /s/ Robert Liptak

Name: Robert Liptak

Title: Managing Director
