

OMB APPROVAL	
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**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>Versant Venture Capital V, L.P.</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 Oncology, Inc. [ GRTS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/02/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/02/2018		C		3,102,929	A	(1)(2)	3,102,929	I	See Footnote(3)

**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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	10/02/2018		C		2,173,909		(1)	(1)	Common Stock	2,173,909	\$0	0	I	See Footnote(4)
Series B Convertible Preferred Stock	(2)	10/02/2018		C		929,020		(2)	(2)	Common Stock	929,020	\$0	0	I	See Footnote(5)

1. Name and Address of Reporting Person\*  
Versant Venture Capital V, L.P.  
 (Last) (First) (Middle)  
 ONE SANSOME STREET  
 SUITE 3630  
 (Street)  
 SAN FRANCISCO CA 94104  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Versant Venture Capital V (Canada), LP  
 (Last) (First) (Middle)  
 ONE SANSOME STREET  
 SUITE 3630  
 (Street)  
 SAN FRANCISCO CA 94104  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Versant Ophthalmic Affiliates I, L.P.

(Last) (First) (Middle)

ONE SANSOME STREET  
SUITE 3630

(Street)  
SAN FRANCISCO CA 94104

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Versant Affiliates Fund V, L.P.

(Last) (First) (Middle)

ONE SANSOME STREET  
SUITE 3630

(Street)  
SAN FRANCISCO CA 94104

(City) (State) (Zip)

**Explanation of Responses:**

- The Series A Convertible Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The Series B Convertible Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- Consists of (i) 2,723,031 shares held by Versant Venture Capital V, L.P. ("VVC V"), (ii) 207,234 shares held by Versant Venture Capital V (Canada) LP ("VVC CAN"), (iii) 90,756 shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOA"), and (iv) 81,908 shares held by Versant Affiliates Fund V, L.P. ("VAF V"). Versant Ventures V, LLC, or VV V, serves as the sole general partner of VOA, VAF V and VVC V and owns no shares directly. Versant Ventures V (Canada) GP-GP, Inc. ("VV V CAN GP"), serves as the sole general partner of Versant Ventures V (Canada), L.P. ("VV V CAN"), which serves as the sole general partner of VVC CAN and owns no shares directly.
- Consists of (i) 1,907,729 shares held by Versant Venture Capital V, L.P. ("VVC V"), (ii) 145,186 shares held by Versant Venture Capital V (Canada) LP ("VVC CAN"), (iii) 63,610 shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOA"), and (iv) 57,384 shares held by Versant Affiliates Fund V, L.P. ("VAF V"). Versant Ventures V, LLC, or VV V, serves as the sole general partner of VOA, VAF V and VVC V and owns no shares directly. Versant Ventures V (Canada) GP-GP, Inc. ("VV V CAN GP"), serves as the sole general partner of Versant Ventures V (Canada), L.P. ("VV V CAN"), which serves as the sole general partner of VVC CAN and owns no shares directly.
- Consists of (i) 815,302 shares held by Versant Venture Capital V, L.P. ("VVC V"), (ii) 62,048 shares held by Versant Venture Capital V (Canada) LP ("VVC CAN"), (iii) 27,146 shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOA"), and (iv) 24,524 shares held by Versant Affiliates Fund V, L.P. ("VAF V"). Versant Ventures V, LLC, or VV V, serves as the sole general partner of VOA, VAF V and VVC V and owns no shares directly. Versant Ventures V (Canada) GP-GP, Inc. ("VV V CAN GP"), serves as the sole general partner of Versant Ventures V (Canada), L.P. ("VV V CAN"), which serves as the sole general partner of VVC CAN and owns no shares directly.

/s/ Thomas Woiwode, Attorney-  
in-Fact for entities affiliated with 10/02/2018  
Versant Ventures

\*\* 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.**