

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Allen Andrew R</u> (Last) (First) (Middle) C/O GRITSTONE BIO, INC. 5959 HORTON STREET, SUITE 300 (Street) EMERYVILLE CA 94608 (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) PRESIDENT AND CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024	
	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	05/15/2024		A		47,873 ⁽¹⁾	A	\$0	1,009,623 ⁽²⁾	D	
Common Stock	05/16/2024		S ⁽³⁾		24,263	D	\$0.7483 ⁽⁴⁾	985,360	D	
Common Stock								1,449,275	I	See footnote ⁽⁵⁾

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				
Stock Option (Right to Buy)	\$0.75	05/15/2024		A		615,000		⁽⁶⁾	05/14/2034	Common Stock	615,000	\$0	615,000	D	

Explanation of Responses:

- Represents Performance Stock Units ("PSUs") granted on March 22, 2024 that were earned by the Reporting Person as a result of the achievement of certain performance criteria as certified by the Issuer's Board of Directors on May 15, 2024. The PSUs vest over one year; 1/2 vested on May 15, 2024, and thereafter the remaining 1/2 will vest on May 15, 2025, subject to the continuing service of the Reporting Person on such vesting date. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock.
- Includes 870,362 Restricted Stock Units ("RSUs") and PSUs which are subject to vesting.
- The sale of shares is for the sole purpose of covering the Reporting Person's tax liability with respect to the settlement of PSUs.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.735 to \$0.7616 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The shares are held in the name of the Reporting Person's revocable trust of which the Reporting Person is a co-trustee. The Reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- The option vests as to 1/2 of the total grant on September 30, 2024, with the remainder of grant vesting on September 30, 2025, subject to the continued service of the Reporting Person on each vesting date.

/s/ Vassiliki Economides,
 Attorney-in-Fact for Andrew R. Allen 05/17/2024
 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.

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