

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO

Commission File Number 001-38663

Gritstone bio, Inc.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
5959 Horton Street, Suite 300
Emeryville, CA
(Address of principal executive offices)

47-4859534
(I.R.S. Employer
Identification No.)

94608
(Zip Code)

(510) 871-6100

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	GRTS	The Nasdaq Global Select Market

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant has filed a report on and attestation to its management assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2021 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$419.0 million, based on the closing price of the registrant's common stock, as reported by the Nasdaq Global Select Market on June 30, 2021 of \$9.13 per share. Shares of the registrant's common stock held by each executive officer, director, and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purpose.

The number of shares of Registrant's Common Stock outstanding as of March 7, 2022 was 72,708,342.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Definitive Proxy Statement relating to the Annual Meeting of Shareholders, scheduled to be held on June 17, 2022, are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission on April 28, 2022.

Auditor Name: Ernst & Young LLP

Auditor Location: Redwood City, California

Auditor Firm ID: 42

EXPLANATORY NOTE

Gritstone bio, Inc. (the “Company”, “we”, “our” and “us”) is filing this Amendment No. 1 (the “Amendment No. 1”) solely to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 (the “Original Filing”), originally filed with the Securities and Exchange Commission (the “SEC”) on March 10, 2022 (the “Original Filing Date”). We are filing this Amendment No. 1 to amend clerical errors made in Part I of the Original Filing. The clerical errors were made in the third sentence and the title of Figure 8 included under the heading “Item 1. *Business—New Developments—GRANITE updates*”.

Part IV of the Original Filing is being amended solely to add new certifications in accordance with Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. We are not including the certifications under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment No. 1.

Except as set forth herein, this Amendment No. 1 does not change the previously reported financial statements or any of the other disclosures contained in Part I, Part II, Part III or Part IV of the Original Filing. Unless expressly noted otherwise, the disclosures in this Amendment No. 1 continue to speak as of the Original Filing Date and do not reflect events occurring after the Original Filing Date. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing, our subsequent filings with the SEC and any amendments thereto.

Item 1. Business.

New Developments

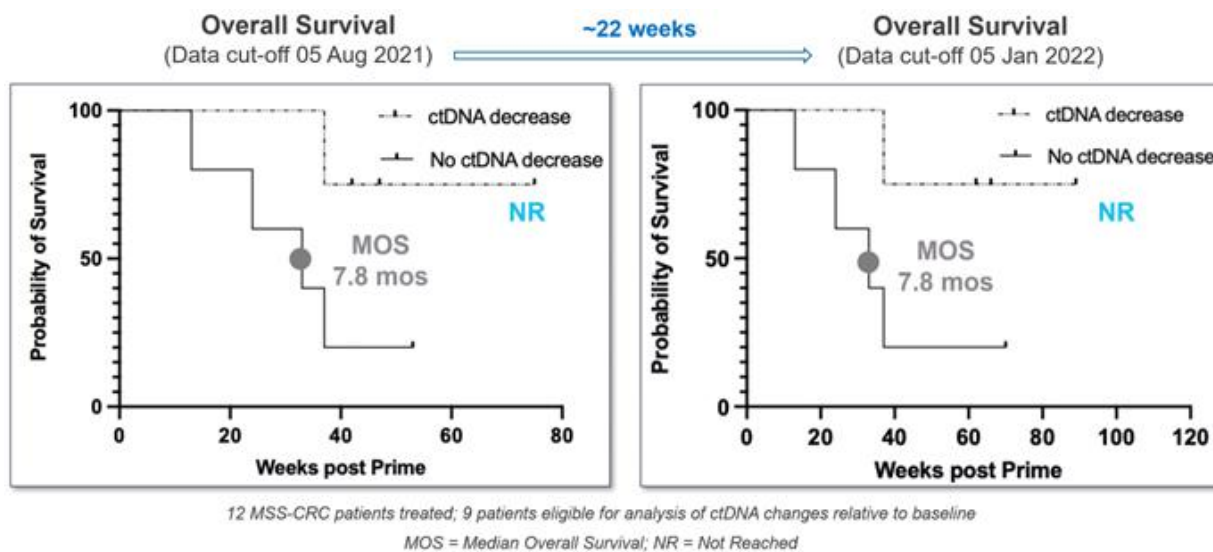
GRANITE updates

On January 13, 2022, we announced the first patient was enrolled for inclusion in the GRANITE -CRC-1L study, a Phase 2/3 trial evaluating our individualized neoantigen vaccine (GRANITE) for first line (1L) maintenance treatment of metastatic, microsatellite-stable colorectal cancer (MSS-CRC).

On January 13, 2022, we also announced updated interim data from the Phase 1/2 GRANITE trial evaluating individualized immunotherapy in combination with nivolumab (OPDIVO®) and ipilimumab (YERVOY®) in patients with advanced solid tumors. As of the January 5, 2022 data cutoff date, 6 out of 12 MSS-CRC patients treated in such GRANITE trial, who were alive at the time of our ESMO 2021 data presentation on September 17, 2021, remained alive, and the correlation between ctDNA and overall survival continued to be observed (Figure 8).

As of March 2022, the first patient was enrolled for inclusion in the GRANITE-CRC-ADJUVANT study, a randomized, controlled phase 2 trial of adjuvant GRANITE immunotherapy in MSS-CRC patients with stage II/III disease who are ctDNA+ after definitive surgery.

Figure 8. ctDNA Reduction Associated with Prolonged Overall Survival in Phase 1/2 trial assessing GRANITE



PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a)(3) Exhibits

The documents listed in the Exhibit Index are filed with this report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
31.1	Certification of Chief Executive Officer, as required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended.				X
31.2	Certification of Chief Financial Officer, as required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended.				X
101.INS	Inline XBRL Instance Document				X
101.SCH	Inline XBRL Taxonomy Extension Schema Document				X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document				X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				X
104	The cover page from the Company's Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 2021 has been formatted in Inline XBRL.				X

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

GRITSTONE BIO, INC.

Date: May 3, 2022

By: /s/ Andrew Allen

Andrew Allen, M.D., Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K/A has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Andrew Allen</u>	President, Chief Executive Officer and Director	May 3, 2022
Andrew Allen, M.D., Ph.D.	(Principal Executive Officer)	
<u>/s/ Vassiliki Economides</u>	Chief Financial Officer	May 3, 2022
Vassiliki Economides	(Principal Financial Officer)	
<u>/s/ James Cho</u>	Chief Accounting Officer	May 3, 2022
James Cho	(Principal Accounting Officer)	
*	Chairperson of our Board of Directors	May 3, 2022
<u>Elaine Jones, Ph.D.</u>		
*	Director	May 3, 2022
<u>Clare Fisher</u>		
*	Director	May 3, 2022
<u>Steve Krognnes</u>		
*	Director	May 3, 2022
<u>Naiyer A. Rizvi, M.D.</u>		
*	Director	May 3, 2022
<u>Richard Heyman, Ph.D.</u>		
*	Director	May 3, 2022
<u>Shefali Agarwal, M.D., M.P.H.</u>		

* By: /s/ Andrew Allen

Andrew Allen, M.D., Ph.D.
Attorney-in-Fact

**CERTIFICATION OF PRESIDENT AND CHIEF EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Andrew Allen, M.D., Ph.D., certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Gritstone bio, Inc.; and

2. Based on my knowledge, this Amendment No. 1 does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Amendment No. 1.

Date: May 3, 2022

By: /s/ Andrew Allen

Andrew Allen, M.D., Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Vassiliki Economides, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of Gritstone bio, Inc.; and
2. Based on my knowledge, this Amendment No. 1 does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Amendment No. 1.

Date: May 3, 2022

By:

/s/ Vassiliki Economides

Vassiliki Economides
Chief Financial Officer
(Principal Financial Officer)
