

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* FMR LLC (Last) (First) (Middle) 245 SUMMER STREET (Street) BOSTON MA 02210 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/20/2017	3. Issuer Name and Ticker or Trading Symbol Denali Therapeutics Inc. [DNLI]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remark 1	

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)
Common Stock	2,999,521 ⁽¹⁾	I	by Impresa Fund III Limited Partnership ⁽²⁾
Common Stock	1,107,257 ⁽¹⁾	I	by F-Prime Capital Partners Healthcare Fund IV LP ⁽³⁾
Common Stock	33,215 ⁽¹⁾	I	by F-Prime Capital Partners Healthcare Advisors Fund IV LP ⁽³⁾
Common Stock	750,001 ⁽¹⁾	I	by F-Prime Inc. ⁽⁴⁾

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			

Explanation of Responses:

- Table I, Column 2 does not include shares beneficially owned by FMR Co., Inc. and Fidelity Institutional Asset Management Trust Company (FIAMTC) as a result of acting as investment adviser to various investment companies and other funds and accounts, as disclosed in Remark 2 below.
- Impresa Fund III Limited Partnership is solely managed by Impresa Management LLC, its general partner and investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family.
- The general partner of F-Prime Capital Partners Healthcare Fund IV LP is F-Prime Capital Partners Healthcare Advisors Fund IV LP (FPCPHA). FPCPHA is solely managed by Impresa Management LLC, the general partner of its general partner and its investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family.
- F-Prime Inc. is a wholly-owned subsidiary of FMR LLC.

Remarks:

Remark 1: Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Abigail P. Johnson is c/o FMR LLC, 245 Summer Street, Boston, MA 02110. Remark 2: In addition to the securities shown in Table I, FMR Co., Inc., an indirect, wholly-owned subsidiary of FMR LLC and an investment adviser registered under the Investment Advisers Act of 1940, and FIAMTC, an indirect, wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, are the beneficial owners of 3,956,598 shares, or 4.497%, of Common Stock of Denali Therapeutics, Inc., as a result of acting as investment advisers to various investment companies registered under the Investment Company Act of 1940 and other funds and accounts. FMR LLC and Abigail P. Johnson have no pecuniary interest in these 3,956,598 shares of Common Stock. Remark 3: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the undersigned are the beneficial owners of any securities reported herein.

Marc R. Bryant, Duly
authorized under Powers of
Attorney, by and on behalf of
FMR LLC and its direct and
indirect subsidiaries, and
Abigail P. Johnson 12/21/2017

** 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.

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