

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>ARCH Venture Fund VIII, L.P.</u>  (Last) (First) (Middle) C/O ARCH VENTURE PARTNERS VIII, LLC 8755 W. HIGGINS ROAD, SUITE 1025  (Street) CHICAGO IL 60631  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/07/2017	3. Issuer Name and Ticker or Trading Symbol <u>Denali Therapeutics Inc. [ DNLI ]</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)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Common Stock	312,500	D <sup>(1)</sup>	

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-1 Preferred Stock	(2)	(2)	Common Stock	10,068,749	(2)	D <sup>(1)</sup>	
Series A-2 Preferred Stock	(3)	(3)	Common Stock	375,000	(3)	D <sup>(1)</sup>	
Series B-1 Preferred Stock	(4)	(4)	Common Stock	312,500	(4)	D <sup>(1)</sup>	

1. Name and Address of Reporting Person\*  
ARCH Venture Fund VIII, L.P.  
 (Last) (First) (Middle)  
 C/O ARCH VENTURE PARTNERS VIII, LLC  
 8755 W. HIGGINS ROAD, SUITE 1025  
 (Street)  
 CHICAGO IL 60631  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ARCH Venture Partners VIII, LLC  
 (Last) (First) (Middle)  
 C/O ARCH VENTURE PARTNERS  
 8755 W. HIGGINS ROAD, SUITE 1025  
 (Street)  
 CHICAGO IL 60631  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ARCH Venture Partners VIII, L.P.  
 (Last) (First) (Middle)  
 C/O ARCH VENTURE PARTNERS VIII, LLC

8755 W. HIGGINS ROAD, SUITE 1025

(Street)  
CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CRANDELL KEITH

(Last) (First) (Middle)  
C/O ARCH VENTURE PARTNERS VIII, LLC  
8755 W. HIGGINS ROAD, SUITE 1025

(Street)  
CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BYBEE CLINTON

(Last) (First) (Middle)  
C/O ARCH VENTURE PARTNERS VIII, LLC  
8755 W. HIGGINS ROAD, SUITE 1025

(Street)  
CHICAGO IL 60631

(City) (State) (Zip)

**Explanation of Responses:**

1. The shares are directly held by ARCH Venture Fund VIII, L.P. ("ARCH VIII"). ARCH Venture Partners VIII, L.P. (the "GPLP"), as the sole general partner of ARCH VIII, may be deemed to beneficially own certain of the shares held by ARCH VIII. ARCH Venture Partners VIII, LLC ("GPLLC"), as the sole general partner of GPLP, may be deemed to beneficially own the shares held by ARCH VIII. The GPLP and GPLLC disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein. Keith Crandell and Clinton Bybee, as managing directors of GPLLC, may be deemed to beneficially own the shares held by ARCH VIII. Messrs. Crandell and Bybee disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.
2. The Series A-1 Preferred Stock shall automatically convert 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 has no expiration date.
3. The Series A-2 Preferred Stock shall automatically convert 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 has no expiration date.
4. The Series B-1 Preferred Stock shall automatically convert 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 has no expiration date.

**Remarks:**

ARCH Venture Partners VIII,  
LLC By: /s/ Mark McDonnell, 12/07/2017  
Attorney-in-Fact  
ARCH Venture Fund VIII, L.P.  
By: ARCH Venture Partners  
VIII, L.P. By: /s/ Mark  
McDonnell, Attorney-in-Fact  
ARCH Venture Partners VIII,  
L.P. By: ARCH Venture  
Partners VIII, LLC By: /s/  
Mark McDonnell, Attorney-in-  
Fact  
/s/ Mark McDonnell, as  
Attorney-in-Fact for Keith  
Crandell  
/s/ Mark McDonnell, as  
Attorney-in-Fact for Clinton  
Bybee

\*\* 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.