

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>Flagship Ventures Fund V, L.P.</u> _____ (Last) (First) (Middle) <u>55 CAMBRIDGE PARKWAY</u> <u>SUITE 800E</u> _____ (Street) <u>CAMBRIDGE MA 02142</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Denali Therapeutics Inc. [DNLI]</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) <u>12/12/2017</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					

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	12/12/2017		C		8,606,249	A	(1)(2)(3)	8,918,749	D ⁽⁴⁾	

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-1 Preferred Stock	(1)	12/12/2017		C			8,324,999	(1)	(1)	Common Stock	8,324,999	\$0.00	0	D ⁽⁴⁾	
Series A-2 Preferred Stock	(2)	12/12/2017		C			125,000	(2)	(2)	Common Stock	125,000	\$0.00	0	D ⁽⁴⁾	
Series B-1 Preferred Stock	(3)	12/12/2017		C			156,250	(3)	(3)	Common Stock	156,250	\$0.00	0	D ⁽⁴⁾	

1. Name and Address of Reporting Person*
Flagship Ventures Fund V, L.P.

 (Last) (First) (Middle)
55 CAMBRIDGE PARKWAY
SUITE 800E

 (Street)
CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
AFEYAN NOUBAR

 (Last) (First) (Middle)
55 CAMBRIDGE PARKWAY
SUITE 800E

 (Street)
CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Flagship Ventures Fund V General Partner LLC

 (Last) (First) (Middle)

55 CAMBRIDGE PARKWAY

SUITE 800E

(Street)

CAMBRIDGE

MA

02142

(City)

(State)

(Zip)

Explanation of Responses:

1. The Series A-1 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.
2. The Series A-2 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.
3. The Series B-1 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.
4. Held by Flagship Ventures Fund V, L.P. ("Flagship V"). Flagship Ventures Fund V General Partner LLC ("Flagship V LLC") is the general partner of Flagship V. Noubar B. Afeyan, Ph.D. is the manager of Flagship V LLC. Flagship V LLC and Dr. Afeyan may be deemed to possess voting and investment control over all shares held by Flagship V. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

Remarks:

Flagship Ventures Fund V, L.P.
By: Flagship Ventures Fund V
General Partner LLC By:/s/ 12/12/2017
Noubar Afeyan Name: Noubar
B. Afeyan, Ph.D. Title: Manager
/s/ Noubar B. Afeyan, Ph.D. 12/12/2017
Flagship Ventures Fund V
General Partner LLC By:/s/ 12/12/2017
Noubar Afeyan Name: Noubar
B. Afeyan, Ph.D. Title: Manager
** 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.