

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>FMR LLC</u> (Last) (First) (Middle) <u>245 SUMMER STREET</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/07/2017</u>	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) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>See Remark 1</u></p>	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 Form filed by More than One Reporting Person
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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	653,027	I	by Impresa Fund III Limited Partnership
Common Stock	241,059	I	by F-Prime Capital Partners Healthcare Fund IV LP
Common Stock	7,231	I	by F-Prime Capital Partners Healthcare Advisors Fund IV LP
Common Stock	750,001	I	by F-Prime Inc.

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 Convertible Preferred Stock	(1)	(1)	Common Stock	2,188,869	(1)	I	Impresa Fund III Limited Partnership
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	808,013	(1)	I	F-Prime Capital Partners Healthcare Fund IV LP
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	24,240	(1)	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	45,035	(1)	I	Impresa Fund III Limited Partnership
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	16,624	(1)	I	F-Prime Capital Partners Healthcare Fund IV LP
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	498	(1)	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP
Series B-1 Convertible Preferred Stock	(1)	(1)	Common Stock	112,590	(1)	I	Impresa Fund III Limited Partnership
Series B-1 Convertible Preferred Stock	(1)	(1)	Common Stock	41,561	(1)	I	F-Prime Capital Partners Healthcare Fund IV LP

**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 B-1 Convertible Preferred Stock	(1)	(1)	Common Stock	1,246	(1)	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP

Explanation of Responses:

1. The Series A-1, A-2, and B-1 Convertible Preferred Stock are convertible on a one-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and have no expiration date.

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: 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. Remark 3: 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 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. F-Prime Inc. is a wholly-owned subsidiary of FMR LLC.

[Marc R. Bryant, Duly](#)
[authorized under Powers of](#)
[Attorney, by and on behalf of](#)
[FMR LLC and its direct and](#) 12/07/2017
[indirect subsidiaries, and](#)
[Abigail P. Johnson](#)

** 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.