

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Schenkein David P</u>  (Last) (First) (Middle) <u>C/O DENALI THERAPEUTICS INC.</u> <u>151 OYSTER POINT BOULEVARD, SECOND FLOOR</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</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) <input checked="" type="checkbox"/> Director 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person  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		105,225	A	(1)	105,225	I	See footnote <sup>(2)</sup>
Common Stock	12/12/2017		C		19,774	A	(1)	19,774	I	See footnote <sup>(3)</sup>
Common Stock	12/12/2017		C		105,225	A	(1)	105,225	I	See footnote <sup>(4)</sup>
Common Stock	12/12/2017		C		19,774	A	(1)	19,774	I	See footnote <sup>(5)</sup>
Common Stock								75,000	D	

**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
Series A-1 Preferred Stock	(1)	12/12/2017		C			105,225	(1)	(1)	Common Stock	105,225	\$0.00	0	I	See footnote <sup>(2)</sup>
Series A-1 Preferred Stock	(1)	12/12/2017		C			19,774	(1)	(1)	Common Stock	19,774	\$0.00	0	I	See footnote <sup>(3)</sup>
Series A-1 Preferred Stock	(1)	12/12/2017		C			105,225	(1)	(1)	Common Stock	105,225	\$0.00	0	I	See footnote <sup>(4)</sup>
Series A-1 Preferred Stock	(1)	12/12/2017		C			19,774	(1)	(1)	Common Stock	19,774	\$0.00	0	I	See footnote <sup>(5)</sup>

**Explanation of Responses:**

- 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.
- The shares are held of record by the David P. Schenkein 2015 Denali Qualified Annuity Trust, for which the Reporting Person serves as a trustee.
- The shares are held of record by the David P. Schenkein 2004 Revocable Trust, for which the Reporting Person serves as a trustee.
- The shares are held of record by the Amy P. Schenkein 2015 Denali Qualified Annuity Trust, for which the Reporting Person serves as a trustee.
- The shares are held of record by the Amy P. Schenkein 2004 Revocable Trust, for which the Reporting Person serves as a trustee.

**Remarks:**

/s/ Tyler Nielsen, by power of attorney 12/12/2017

\*\* 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 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.

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