

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001724310
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Denali Therapeutics Inc.
SEC File Number 001-38311
Address of Issuer 161 OYSTER POINT BLVD.
SOUTH SAN FRANCISCO
CALIFORNIA
94080
Phone (650) 866-8548
Name of Person for Whose Account the Securities are To Be Sold Watts Ryan J.

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer
Relationship to Issuer Director

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Charles Schwab & Co., Inc. 3000 Schwab Way Westlake TX 76262	25000	625000.00	136677646	04/20/2023	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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	Transaction	Whom Acquired	a Gift?	Acquired	Acquired
Common	04/20/2023 Employee Stock Option Exercise	Denali Therapeutics Inc.	<input type="checkbox"/>	25000	04/20/2023 Broker Payment for Cashless Exercise

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
RYAN J WATTS 161 Oyster Point Blvd South San Francisco CA 94080	Denali Therapeutics Inc.	02/09/2023	3433	105018.00
RYAN J WATTS 161 Oyster Point Blvd South San Francisco CA 94080	Denali Therapeutics Inc.	02/10/2023	25000	727575.00
RYAN J WATTS 161 Oyster Point Blvd, South San Francisco CA 94080	Denali Therapeutics Inc.	02/13/2023	33815	1017289.00

144: Remarks and Signature

Remarks	The options covered by this filing, may be sold over various dates.
Date of Notice	04/20/2023
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	08/18/2022

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature RYAN J WATTS

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)