

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* NELSEN ROBERT (Last) (First) (Middle) C/O ARCH VENTURE PARTNERS 8755 W. HIGGINS ROAD, SUITE 1025 (Street) CHICAGO IL 60631 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Denali Therapeutics Inc. [DNL]	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) 03/22/2021	
	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	03/22/2021		J ⁽¹⁾⁽²⁾		500,000	D	\$0.00	10,168,749	I	Held by ARCH Venture Fund VIII, L.P. ⁽³⁾⁽⁴⁾
Common Stock	05/12/2021		J ⁽¹⁾⁽²⁾		500,000	D	\$0.00	9,668,749	I	Held by ARCH Venture Fund VIII, L.P. ⁽³⁾⁽⁵⁾
Common Stock	03/22/2021		J ⁽¹⁾⁽²⁾		2,538	A	\$0.00	4,568	D	
Common Stock	05/12/2021		J ⁽¹⁾⁽²⁾		2,537	A	\$0.00	7,105	D	
Common Stock	06/01/2021		M		3,253	A	\$0.00	10,358	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
Restricted Stock Units	(6)	06/01/2021		M			3,253	(7)	(7)	Common Stock	3,253	\$0.00	0	D	

Explanation of Responses:

- Distribution of Common Stock held by a limited partnership to its partners for no consideration.
- Reflects change from indirect to direct ownership of shares previously reported as beneficially owned by the Reporting Person.
- The sole general partner of ARCH Venture Fund VIII, L.P. ("ARCH Fund VIII") is ARCH Venture Partners VIII, L.P. ("ARCH Partners VIII"). The sole general partner of ARCH Partners VIII is ARCH Venture Partners VIII, LLC ("ARCH VIII LLC"). ARCH Partners VIII may therefore be deemed to beneficially own the securities held by ARCH Fund VIII and ARCH VIII LLC may be deemed to beneficially own the securities held by ARCH Fund VIII. ARCH Partners VIII and ARCH VIII LLC disclaim beneficial ownership of such securities, except to the extent of any pecuniary interest therein. The Reporting Person is a managing director of ARCH VIII LLC and may be deemed to beneficially own the shares held by ARCH Fund VIII. Mr. Nelsen disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Following the reported transactions, 10,168,749 shares of common stock were held of record by ARCH Fund VIII.
- Following the reported transactions, 9,668,749 shares of common stock were held of record by ARCH Fund VIII.
- Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
- 100% of the restricted stock units shall vest upon the earlier of (i) the one year anniversary of the grant date or (ii) the day preceding the Issuer's next annual meeting of stockholders occurring after the grant date.

Remarks:

/s/ Tyler Nielsen, by power of attorney 06/03/2021

** Signature of Reporting Person Date

* 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.