

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>BRATTON DOUGLAS K</u>  (Last) (First) (Middle) 201 MAIN STREET, SUITE 1900  (Street) FORT WORTH TX 76102  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/07/2017	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) Other (specify below)	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 <input type="checkbox"/> Form filed by More than One Reporting Person

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	312,500 <sup>(1)</sup>	I	By AKDL, L.P. <sup>(5)(6)</sup>

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	(2)	(2)	Common Stock	14,499,999 <sup>(1)</sup>	(2)	I	By AKDL, L.P. <sup>(5)(6)</sup>
Series A-2 Convertible Preferred Stock	(3)	(3)	Common Stock	2,500,000 <sup>(1)</sup>	(3)	I	By AKDL, L.P. <sup>(5)(6)</sup>
Series B-1 Convertible Preferred Stock	(4)	(4)	Common Stock	1,875,000 <sup>(1)</sup>	(4)	I	By AKDL, L.P. <sup>(5)(6)</sup>
Series A-1 Convertible Preferred Stock	(2)	(2)	Common Stock	743,599 <sup>(1)</sup>	(2)	I	By Neuro Line Partners, L.P. <sup>(7)(8)</sup>
Series A-2 Convertible Preferred Stock	(3)	(3)	Common Stock	128,200 <sup>(1)</sup>	(3)	I	By Neuro Line Partners, L.P. <sup>(7)(8)</sup>
Series B-1 Convertible Preferred Stock	(4)	(4)	Common Stock	240,000 <sup>(1)</sup>	(4)	I	By Neuro Line Partners, L.P. <sup>(7)(8)</sup>

1. Name and Address of Reporting Person* <u>BRATTON DOUGLAS K</u>  (Last) (First) (Middle) 201 MAIN STREET, SUITE 1900  (Street) FORT WORTH TX 76102  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>AKDL, L.P.</u>  (Last) (First) (Middle) 201 MAIN STREET, SUITE 1900  (Street) FORT WORTH TX 76102  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
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Neuro Line Partners LP

(Last) (First) (Middle)

201 MAIN STREET, SUITE 1900

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Crestline SI (GP), L.P.

(Last) (First) (Middle)

201 MAIN STREET, SUITE 1900

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Crestline Investors, Inc.

(Last) (First) (Middle)

201 MAIN STREET, SUITE 1900

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Bratton Capital Management, L.P.

(Last) (First) (Middle)

201 MAIN STREET, SUITE 1900

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Bratton Capital Inc.

(Last) (First) (Middle)

201 MAIN STREET, SUITE 1900

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Crestline Management, LP

(Last) (First) (Middle)

201 MAIN STREET, SUITE 1900

(Street)

FORT WORTH TX 76102

(City) (State) (Zip)

**Explanation of Responses:**

1. Reflects the 4-for-1 reverse stock split of the common stock and convertible preferred stock of Denali Therapeutics Inc. (the "Issuer") to be effected prior to the completion of the Issuer's initial public offering.

2. Shares of the Issuer's Series A-1 Convertible Preferred Stock do not expire, are immediately convertible into shares of the Issuer's common stock at a one-for-one ratio and will automatically convert to shares of the Issuer's common stock upon the closing of the Issuer's initial public offering at a one-for-one ratio.

3. Shares of the Issuer's Series A-2 Convertible Preferred Stock do not expire, are immediately convertible into shares of the Issuer's common stock at a one-for-one ratio and will automatically convert to shares of the Issuer's common stock upon the closing of the Issuer's initial public offering at a one-for-one ratio.
4. Shares of the Issuer's Series B-1 Convertible Preferred Stock do not expire, are immediately convertible into shares of the Issuer's common stock at a one-for-one ratio and will automatically convert to shares of the Issuer's common stock upon the closing of the Issuer's initial public offering at a one-for-one ratio.
5. These securities are held directly by AKDL, L.P. ("AKDL"). The general partner of AKDL is Crestline SI (GP), L.P. ("Crestline SI") and the investment manager of AKDL is Crestline Management, L.P. ("Crestline Management"). Crestline Investors, Inc. ("Crestline") is the general partner of both Crestline SI and Crestline Management. Douglas K. Bratton is the sole director of Crestline. AKDL is ultimately controlled by Mr. Bratton and Mr. Bratton has voting and investment power over all securities held by AKDL. In addition, Crestline SI and Mr. Bratton may be deemed to have a pecuniary interest in a portion of the securities held by AKDL through direct or indirect limited partner and/or general partner interests in AKDL.
6. (Continued from Footnote 5) Crestline SI, Crestline Management, Crestline and Mr. Bratton may each be deemed to beneficially own the securities held by AKDL. Each such entity and Mr. Bratton disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.
7. These securities are held directly by Neuro Line Partners, L.P. ("Neuro Line"). The general partner of Neuro Line is Bratton Capital Management, L.P. ("Bratton Capital Management"). The general partner of Bratton Capital Management is Bratton Capital, Inc. ("Bratton Capital"). Douglas K. Bratton is the sole director of Bratton Capital. Neuro Line is ultimately controlled by Mr. Bratton and Mr. Bratton has voting and investment power over all securities held by Neuro Line. In addition, Bratton Capital Management, Bratton Capital, and Mr. Bratton may be deemed to have a pecuniary interest in a portion of the securities held by Neuro Line due to Bratton Capital Management's right to receive performance-based allocations and Bratton Capital Management and Mr. Bratton may be deemed to have a pecuniary interest in a portion of the securities held by Neuro Line through direct or indirect limited partner and/or general partner interests in Neuro Line.
8. (Continued from Footnote 7) Bratton Capital Management, Bratton Capital and Mr. Bratton may each be deemed to beneficially own the securities held by Neuro Line. Each such entity and Mr. Bratton disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.

**Remarks:**

DOUGLAS K. BRATTON,  
Name: /s/ Douglas K. Bratton 12/07/2017

AKDL, L.P., By: Crestline SI  
(GP), L.P., its general partner,  
By: Crestline Investors, Inc., its 12/07/2017  
general partner, Name: /s/  
Douglas K. Bratton, Title: Sole  
Director

NEURO LINE PARTNERS,  
L.P., By: Bratton Capital  
Management, L.P., its general  
partner, By: Bratton Capital, 12/07/2017  
Inc., its general partner, Name:  
/s/ Douglas K. Bratton, Title:  
Sole Director

CRESTLINE SI (GP), L.P.,  
By: Crestline Investors, Inc., its  
general partner, Name: /s/ 12/07/2017  
Douglas K. Bratton, Title: Sole  
Director

CRESTLINE INVESTORS,  
INC., Name: /s/ Douglas K. 12/07/2017  
Bratton, Title: Sole Director

BRATTON CAPITAL  
MANAGEMENT, L.P., By:  
Bratton Capital, Inc., its 12/07/2017  
general partner, Name: /s/  
Douglas K. Bratton, Title: Sole  
Director

BRATTON CAPITAL, INC.,  
Name: /s/ Douglas K. Bratton, 12/07/2017  
Title: Sole Director

CRESTLINE  
MANAGEMENT, L.P., By:  
Crestline Investors, Inc., its 12/07/2017  
general partner, Name: /s/  
Douglas K. Bratton, Title: Sole  
Director

\*\* 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.**

## Form 3 Joint Filer Information

Name: AKDL, L.P.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17

Name: Neuro Line Partners, L.P.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17

Name: Crestline SI (GP), L.P.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17

Name: Crestline Investors, Inc.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17

Name: Bratton Capital Management, L.P.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17

Name: Bratton Capital, Inc.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17

Name: Crestline Management, L.P.  
Address: 201 Main Street, Suite 1900  
Fort Worth, TX 76102

Date of Event Requiring Statement: 12/07/17