

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Ho Carole</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2019</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | | | | | | | | 46,875 | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 25,000 | I | See footnote ⁽²⁾ |
| Common Stock | | | | | | | | 142,615 | I | See footnote ⁽³⁾ |
| Common Stock | 02/01/2019 | | M | | 5,775 | A | \$5.28 | 5,775 | D | |
| Common Stock | 02/01/2019 | | s ⁽⁴⁾ | | 5,775 | D | \$18.64 ⁽⁵⁾ | 0 | D | |
| Common Stock | 02/04/2019 | | M | | 730 | A | \$5.28 | 730 | D | |
| Common Stock | 02/04/2019 | | M | | 3,139 | A | \$5.28 | 3,869 | D | |
| Common Stock | 02/04/2019 | | s ⁽⁴⁾ | | 3,100 | D | \$18.49 ⁽⁶⁾ | 769 | D | |
| Common Stock | 02/04/2019 | | s ⁽⁴⁾ | | 769 | D | \$19.11 ⁽⁷⁾ | 0 | D | |
| Common Stock | 02/05/2019 | | M | | 7,856 | A | \$5.28 | 7,856 | D | |
| Common Stock | 02/05/2019 | | s ⁽⁴⁾ | | 7,856 | D | \$18.83 ⁽⁸⁾ | 0 | 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 |
| Stock Option (right to buy) | \$5.28 | 02/01/2019 | | M | | 5,775 | | (9) | 07/01/2026 | Common Stock | 5,775 | \$0.00 | 96,610 | D | |
| Stock Option (right to buy) | \$5.28 | 02/04/2019 | | M | | 730 | | (9) | 07/01/2026 | Common Stock | 730 | \$0.00 | 95,880 | D | |
| Stock Option (right to buy) | \$5.28 | 02/04/2019 | | M | | 3,139 | | (10) | 03/07/2027 | Common Stock | 3,139 | \$0.00 | 137,486 | 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 |
| Stock Option (right to buy) | \$5.28 | 02/05/2019 | | M | | | 7,856 | (10) | 03/07/2027 | Common Stock | 7,856 | \$0.00 | 129,630 | D | |

Explanation of Responses:

- The shares are held of record by Carole Ho and Rajat Rohatgi.
- The shares are held of record by the Rohatgi-Ho Irrevocable GST Trust, for which Reporting Person serves as trustee.
- The shares are held of record by the Rohatgi-Ho Family 2009 Revocable Trust, for which Reporting Person serves as trustee.
- The sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$18.39 to \$18.93 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$18.00 to \$18.94 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$19.04 to \$19.15 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$18.57 to \$19.29 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- Of the total 125,000 shares granted, 25% of the shares subject to the option vested on July 2, 2017 and an additional 1/48 of the shares vest monthly thereafter.
- Of the total 187,500 shares granted, 25% of the shares subject to the option vested on March 8, 2018 and an additional 1/48 of the shares vest monthly thereafter.

Remarks:

/s/ Tyler Nielsen, by power of attorney 02/05/2019

** 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.

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.