

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Versant Venture Capital VI, L.P.		2. Issuer Name and Ticker or Trading Symbol Graphite Bio, Inc. [GRPH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) ONE SANSOME STREET, SUITE 3630	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street) SAN FRANCISCO, CA 94104	(City) 	(State) 	(Zip) 	4. If Amendment, Date 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	06/29/2021		C		12,343,727	A	(1)	14,708,398	D	(2)
Common Stock	06/29/2021		C		1,527,719	A	(3)	1,527,719	I	See footnote (4)
Common Stock	06/29/2021		P		180,000	A	\$ 17	1,707,719	I	See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	06/29/2021		C		30,019,945	(1)	(1)	Common Stock	12,343,727	(1)	0	D	(2)
Series B Preferred Stock	(3)	06/29/2021		C		3,715,415	(3)	(3)	Common Stock	1,527,719	(3)	0	I	See footnote (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Venture Capital VI, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Ventures VI GP, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Ventures VI GP-GP, LLC ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Vantage II, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		

Versant Vantage II GP, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Vantage II GP-GP, LLC ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		

## Signatures

Versant Venture Capital VI, L.P. By: Versant Ventures VI GP, L.P. Its: General Partner By: Versant Ventures VI GP-GP, LLC By: /s/ Robin L. Praeger Its: Managing Director		07/01/2021
		Date
Versant Ventures VI GP, L.P., By: Versant Ventures VI GP-GP, LLC By: /s/ Robin L. Praeger Its: Managing Director		07/01/2021
		Date
Versant Ventures VI GP-GP, LLC By: /s/ Robin L. Praeger Its: Managing Director		07/01/2021
		Date
Versant Vantage II, LP By: Versant Vantage I GP, L.P. Its: General Partner By: Versant Vantage II GP-GP, LLC Its: General Partner By: /s/ Robin L. Praeger Its: Managing Director		07/01/2021
		Date
Versant Vantage II GP, L.P., By: Versant Vantage II GP-GP, LLC Its: General Partner By: /s/ Robin L. Praeger Its: Managing Director		07/01/2021
		Date
Versant Vantage II GP-GP, LLC, By: /s/ Robin L. Praeger Its: Managing Director		07/01/2021
		Date

## Explanation of Responses:

\* 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).

- (1) These shares of the Series A Preferred Stock were convertible at any time at the holder's election and automatically converted on a 2.432-for-one basis into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering ("IPO") without payment of additional consideration. The Series A Preferred Stock had no expiration date.  
These shares are held by Versant Venture Capital VI, L.P. ("VVC VI"). Versant Ventures VI GP-GP, LLC ("VV VI GP") is the sole general partner of Versant Ventures VI GP, L.P. ("VV VI") and VV VI is the sole general partner of VVC VI. Jerel C. Davis, a member of the Issuer's board of directors, is a managing member of VV VI GP and may be deemed to share voting and dispositive power over the shares held by VVC VI. Each of VV VI GP, VV VI and Jerel C. Davis disclaims beneficial ownership of the shares held by VVC VI, except to the extent of their respective pecuniary interests therein. Jerel C. Davis is a director of the Issuer and, accordingly files separate Section 16 reports.
- (3) These shares of the Series B Preferred Stock were convertible at any time at the holder's election and automatically converted on a 2.432-for-one basis into shares of the Issuer's common stock into shares of the Issuer's common stock immediately upon the closing of the IPO without payment of additional consideration. The Series B Preferred Stock had no expiration date.  
These shares are held by Versant Vantage II, L.P. ("VV II"). Versant Vantage II GP-GP, LLC ("VV II GP-GP") is the sole general partner of Versant Vantage II GP, L.P. ("VV II GP") and VV II GP is the sole general partner of VV II. Jerel C. Davis, a member of the Issuer's board of directors, is a managing member of VV II GP-GP and may be deemed to share voting and dispositive power over the shares held by VV II. Each of VV II GP-GP, VV II GP and Jerel C. Davis disclaims beneficial ownership of the shares held by VV II, except to the extent of their respective pecuniary interests therein. Jerel C. Davis is a director of the Issuer and, accordingly files separate Section 16 reports.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.