SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]

 Krognes Steve E.

 (Last) (First) (Middle)

 C/O DENALI THERAPEUTICS INC.
 161 OYSTER POINT BLVD.

 (Street)

 SOUTH SAN FRANCISCO   CA   94080

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 Denali Therapeutics Inc. [DNLI]

 3. Date of Earliest Transaction (Month/Day/Year)
 01/07/2025

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 ☑ Director ☐ 10% Owner
 ☐ Officer (give title below) ☐ Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)
 ☑ 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	01/07/2025		S[(1)]		3,339	D	$20.81	25,757[(2)]	D	
Common Stock								781,797	I	See footnote[(3)]

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	Amount or Number of Shares				

Explanation of Responses:

1. Shares sold to satisfy the tax obligations by the Reporting Person in connection with the settlement of previously vested restricted stock units.
2. Includes 5,967 Unvested RSUs.
3. The shares are held of record by The Steve Edward Krognes Revocable Trust U/A DTD 01/25/2016, for which the Reporting Person serves as trustee.

Remarks:

/s/ Tyler Nielsen, by power of attorney   01/08/2025

** Signature of Reporting Person   Date