SEC Form 4	
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Instruction 1(b).

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## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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	<b>CHANGES</b>	IN	BENEFICIAL	<b>OWNERSHIP</b>
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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 <sup>*</sup> SATO VICKI L	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Denali Therapeutics Inc.</u> [ DNLI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2024	Officer (give title Other (specify below) below)					
C/O DENALI THERAPEUTICS INC. 161 OYSTER POINT BLVD. (Street) SOUTH SAN	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>					
FRANCISCO CA 94080	Rule 10b5-1(c) Transaction Indication						
(City) (State) (Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

#### 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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	02/15/2024		<b>S</b> <sup>(1)</sup>		1,666	D	<b>\$18.37</b> <sup>(2)</sup>	121,375 <sup>(3)</sup>	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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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)		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

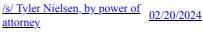
### Explanation of Responses:

1. The sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan adopted September 29, 2023.

2. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares ranging from \$18.24 to \$18.63 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.

# 3. Includes 4,216 RSUs.

Remarks:



\*\* 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.