

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Tessier-Lavigne Marc</u><br><br>(Last) (First) (Middle)<br>C/O DENALI THERAPEUTICS INC.<br>161 OYSTER POINT BLVD.<br><br>(Street)<br>SOUTH SAN FRANCISCO CA 94080<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Denali Therapeutics Inc. [ DNL1 ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/28/2022</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                    | 09/28/2022                           |  | s <sup>(1)</sup>               |   | 15,577  | D          | \$30.74 <sup>(2)</sup> | 1,914,779 <sup>(3)</sup>  | D  |  |
| Common Stock                    | 09/28/2022                           |  | s <sup>(1)</sup>               |   | 4,423   | D          | \$31.08 <sup>(4)</sup> | 1,910,356 <sup>(3)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 78,848  | I  | The Tessier-Lavigne/Hynes Irrevocable Trust 1 <sup>(5)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 79,173  | I  | The Tessier-Lavigne/Hynes Irrevocable Trust 2 <sup>(6)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 78,848  | I  | The Tessier-Lavigne/Hynes Irrevocable Trust 3 <sup>(7)</sup> |

**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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- 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 ranging from \$30.00 to \$30.99 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.
- Includes 5,986 unvested restricted stock units.
- The sale price reported in column 4 of Table I represents the weighted average sale price of the shares ranging from \$31.00 to \$31.31 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 shares are held of record by The Tessier-Lavigne/Hynes Irrevocable Trust 1, for which the Reporting Person serves as trustee.
- The shares are held of record by The Tessier-Lavigne/Hynes Irrevocable Trust 2, for which the Reporting Person serves as trustee.
- The shares are held of record by The Tessier-Lavigne/Hynes Irrevocable Trust 3, for which the Reporting Person serves as trustee.

**Remarks:**

/s/ Tyler Nielsen, by power of attorney 09/30/2022

\*\* 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.**