

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>FMR LLC</b>  (Last) (First) (Middle) <b>245 SUMMER STREET</b>  (Street) <b>BOSTON MA 02210</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Denali Therapeutics Inc. [ DNLI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>See Remark 1</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2017</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	12/12/2017		C		2,188,869	A	(1)	2,841,896	I	Impresa Fund III Limited Partnership
Common Stock	12/12/2017		C		45,035	A	(1)	2,886,931	I	Impresa Fund III Limited Partnership
Common Stock	12/12/2017		C		112,590	A	(1)	2,999,521	I	Impresa Fund III Limited Partnership
Common Stock	12/12/2017		C		808,013	A	(1)	1,049,072	I	F-Prime Capital Partners Healthcare Fund IV LP
Common Stock	12/12/2017		C		16,624	A	(1)	1,065,696	I	F-Prime Capital Partners Healthcare Fund IV LP
Common Stock	12/12/2017		C		41,561	A	(1)	1,107,257	I	F-Prime Capital Partners Healthcare Fund IV LP
Common Stock	12/12/2017		C		24,240	A	(1)	31,471	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP
Common Stock	12/12/2017		C		498	A	(1)	31,969	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP

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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	12/12/2017		C		1,246	A	(1)	33,215	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP
Common Stock								750,001	I	F-Prime Inc.

**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				
Series A-1 Convertible Preferred Stock	(1)	12/12/2017		C			2,188,869	(1)	(1)	Common Stock	2,188,869	(1)	0	I	Impresa Fund III Limited Partnership
Series A-1 Convertible Preferred Stock	(1)	12/12/2017		C			808,013	(1)	(1)	Common Stock	808,013	(1)	0	I	F-Prime Capital Partners Healthcare Fund IV LP
Series A-1 Convertible Preferred Stock	(1)	12/12/2017		C			24,240	(1)	(1)	Common Stock	24,240	(1)	0	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP
Series A-2 Convertible Preferred Stock	(1)	12/12/2017		C			45,035	(1)	(1)	Common Stock	45,035	(1)	0	I	Impresa Fund III Limited Partnership
Series A-2 Convertible Preferred Stock	(1)	12/12/2017		C			16,624	(1)	(1)	Common Stock	16,624	(1)	0	I	F-Prime Capital Partners Healthcare Fund IV LP
Series A-2 Convertible Preferred Stock	(1)	12/12/2017		C			498	(1)	(1)	Common Stock	498	(1)	0	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP
Series B-1 Convertible Preferred Stock	(1)	12/12/2017		C			112,590	(1)	(1)	Common Stock	112,590	(1)	0	I	Impresa Fund III Limited Partnership
Series B-1 Convertible Preferred Stock	(1)	12/12/2017		C			41,561	(1)	(1)	Common Stock	41,561	(1)	0	I	F-Prime Capital Partners Healthcare Fund IV LP
Series B-1 Convertible Preferred Stock	(1)	12/12/2017		C			1,246	(1)	(1)	Common Stock	1,246	(1)	0	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP

**Explanation of Responses:**

1. On December 12, 2017, in connection with the completion of the issuer's initial public offering, each share of Convertible Preferred Stock converted into one share of Common Stock.

**Remarks:**

Remark 1: Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Abigail P. Johnson is c/o FMR LLC, 245 Summer Street, Boston, MA 02110. Remark 2: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the undersigned are the beneficial owners of any securities reported herein. Remark 3: The general partner of F-Prime Capital Partners Healthcare Fund IV LP is F-Prime Capital Partners Healthcare Advisors Fund IV LP (FPCPHA). FPCPHA is solely managed by Impresa Management LLC, the general partner of its general partner and its investment manager. Impresa Fund III Limited Partnership is solely managed by Impresa Management LLC, its general partner and investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family. F-Prime Inc. is a wholly-owned subsidiary of FMR LLC.

Marc R. Bryant, Duly authorized 12/14/2017  
under Powers of Attorney, by

[and on behalf of FMR LLC and  
its direct and indirect  
subsidiaries, and Abigail P.  
Johnson](#)

\*\* 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.

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