

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Ho Carole</u>  (Last) (First) (Middle) <u>C/O DENALI THERAPEUTICS INC.</u> <u>151 OYSTER POINT BOULEVARD, SECOND FLOOR</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Denali Therapeutics Inc. [ DNLI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</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								46,875	D <sup>(1)</sup>	
Common Stock								25,000	I	See footnote <sup>(2)</sup>
Common Stock								142,615	I	See footnote <sup>(3)</sup>
Common Stock	03/01/2019		M		5,775	A	\$5.28	5,775	D	
Common Stock	03/01/2019		S <sup>(4)</sup>		3,824	D	\$22.17 <sup>(5)</sup>	1,951	D	
Common Stock	03/01/2019		S <sup>(4)</sup>		1,951	D	\$22.92 <sup>(6)</sup>	0	D	
Common Stock	03/04/2019		M		5,863	A	\$5.28	5,863	D	
Common Stock	03/04/2019		S <sup>(4)</sup>		4,263	D	\$21.87 <sup>(7)</sup>	1,600	D	
Common Stock	03/04/2019		S <sup>(4)</sup>		1,600	D	\$22.84 <sup>(8)</sup>	0	D	
Common Stock	03/05/2019		M		5,862	A	\$5.28	5,862	D	
Common Stock	03/05/2019		S <sup>(4)</sup>		5,862	D	\$21.96 <sup>(9)</sup>	0	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. 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
Stock Option (right to buy)	\$5.28	03/01/2019		M		5,775		(10)	03/07/2027	Common Stock	5,775	\$0.00	123,855	D	
Stock Option (right to buy)	\$5.28	03/04/2019		M		5,863		(10)	03/07/2027	Common Stock	5,863	\$0.00	117,992	D	
Stock Option (right to buy)	\$5.28	03/05/2019		M		5,862		(10)	03/07/2027	Common Stock	5,862	\$0.00	112,130	D	

**Explanation of Responses:**

- The shares are held of record by Carole Ho and Rajat Rohatgi.
- The shares are held of record by the Rohatgi-Ho Irrevocable GST Trust, for which Reporting Person serves as trustee.

3. The shares are held of record by the Rohatgi-Ho Family 2009 Revocable Trust, for which Reporting Person serves as trustee.
4. The sales reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan.
5. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$21.78 to \$22.72 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.
6. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$22.82 to \$23.00 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.
7. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$21.54 to \$22.27 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.
8. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$22.61 to \$23.17 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.
9. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares purchased ranging from \$21.51 to \$22.32 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.
10. Of the total 187,500 shares granted, 25% of the shares subject to the option vested on March 8, 2018 and an additional 1/48 of the shares vest monthly thereafter.

**Remarks:**

/s/ Tyler Nielsen, by power of attorney      03/05/2019

\*\* 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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