FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

STATEMENT	OF CHANGES IN	BENEFICIAL	OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
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hours per response:	0.5							

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

(Last) C/O DEN	<u>ole</u> (F	Reporting Person* irst) RAPEUTICS IN IT BLVD.	(Middle)			2. Issuer Name and Ticker or Trading Symbol Denali Therapeutics Inc. [DNLI] 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023							(Che	Relationship of Reporting Person(s) to Issuer Check all applicable) Director 10% Owner X Officer (give title Other (specify below)) Chief Medical Officer					
(Street) SOUTH FRANCI (City)	SCO	A tate)	94080 (Zip)		4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	Andividual or Joint/Group Filing (Check Applicable e) X 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																		
Date		2. Trans Date (Month/		Execution Date,		ate,	3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1)					6. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4)		Indirect Beneficial Ownership					
								Code	v	Amount	(A) or (D)	Price	Transaction	Transaction(s) (Instr. 3 and 4)		- [(Instr. 4)		
Common Stock 01/03/2				3/2023	3			A		41,120(1)) A	\$0.00	138,96	57(2)(3)		D			
Common Stock 01/04/2				4/2023	.023		S ⁽⁴⁾		2,913	D	\$28.69(5	8.69 ⁽⁵⁾ 175,5		75,500(3)		See footnote ⁽⁶⁾			
Common Stock													25,0	000			See footnote ⁽⁷⁾		
	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)	e Execution Date, Transaction Derivativ		e s i (A) sed str.	6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) 7. Title and Amof Securities Underlying Derivative Securities (Instr. 3 and 4)			ies g Security	Derivative Security		er of ve es ally ag d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)					
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)				
Stock Option (right to buy)	\$27.63	01/03/2023			A		123,360		(8)		01/02/2033	Common Stock	123,360	\$0.00	123,3	360	D		

Explanation of Responses:

- 1. Each share is represented by a Restricted Stock Unit ("RSU") and a contingent right to receive one share of common stock of the Issuer. 25% of the RSUs shall vest on January 3, 2024 (the "Vesting Commencement Date") and an additional 25% of the RSUs shall vest on each annual anniversary of the Vesting Commencement Date thereafter, subject to the Reporting Person remaining a service provider of the Issuer through each such date.
- 2. Includes 138.557 RSUs
- 3. Reflects the issuance of shares to the Rohatgi-Ho Family 2009 Revocable Trust in connection with the vesting of 7,750 RSUs held by the Reporting Person.
- 4. Shares sold to satisfy the tax obligations by the Reporting Person in connection with the settlement of previously vested RSUs.
- 5. The sale price reported in column 4 of Table I represents the weighted average sale price of the shares ranging from \$28.48 to \$28.97 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 shares are held of record by the Rohatgi-Ho Family 2009 Revocable Trust, for which Reporting Person serves as trustee.
- 7. The shares are held of record by the Rohatgi-Ho Irrevocable GST Trust for the benefit of the Reporting Person's children.
- 8. 25% of the shares subject to the option shall vest on January 3, 2024, and 1/48 of the shares subject to the option shall vest each month thereafter, subject to the Reporting Person remaining a service provider of the Issuer through each such date.

Remarks:

/s/ Tyler Nielsen, by power of attorney

** Signature of Reporting Person

01/05/2023

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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