FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington | D.C. | 20549 | |
|------------|------|-------|--|

| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|------------------|-------------------|---------------|------------------|

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |
| 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

| Name and Address of Reporting Person* Velleca Mark A. | | | | | 2. Issuer Name and Ticker or Trading Symbol Black Diamond Therapeutics, Inc. [BDTX] | | | | | | | . Rela Check X | tionship of F all applicat Director | • | | n(s) to Issue | | |
|--|--------|------------|---|---|--|-------------------------------------|------------------|--|---------|---|--|--|---|--|---------------------------------------|--|--|--|
| (Last) | ` | irst) | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 09/15/2023 | | | | | | X | Officer (g below) | vive title Other (spectobelow) RESIDENT & CEO | | pecify | | | |
| ONE MAIN STREET, 14TH FLOOR | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | 6. | 5. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | | | | |
| (Street) CAMBR | IDGE N | 1A | 02142 | Ī | Rule 10b5-1(c) Transaction Indication | | | | | | Form filed by More than One Reporting Person | | | | | | | |
| (City) | (5 | State) | (Zip) | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| Date | | | | 2A. Deemed Execution Date, if any (Month/Day/Yea | | e, Transaction Dispose Code (Instr. | | ities Acquired (A) or d Of (D) (Instr. 3, 4 and | | d 5) | Beneficially Owned Followin | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | Indirect t Beneficial Ownership | | | |
| | | | | | | Code | v | Amount | (A) (D) | Price | : | Reported Transactio (Instr. 3 an | | | | Instr. 4) | | |
| Common | Stock | | | 09/15/2 | 5/2023 | | A ⁽¹⁾ | | 5,208 A | | \$3.0 | 6 ⁽²⁾ | 46,522 | | 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 | | | 3A. Deemed Execution Date, if any (Month/Day/Yea | Code (Instr. | | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun Securities Underly Derivative Security (Instr. 3 and 4) | | rlying Derivative | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | | Date Exercisable | | opiration ate | Title | Amount Number Shares | | | (Instr. 4) | .on(ə) | | |
| Stock Option (Right to Buy) | \$3.55 | 09/17/2023 | | A | | 1,000,000 | | (3) | 09 | 0/16/2033 | Common Stock | 1,000,0 | 000 | \$0 1,000 | | 000 | D | |

Explanation of Responses:

- 1. These shares were issued in accordance with the Issuer's Fourth Amended and Restated Non-Employee Director Compensation Policy, pursuant to which the Reporting Person elected to receive shares of the Issuer's common stock in lieu of cash compensation for annual services as a non-employee director of the Issuer.
- 2. The price reported in Column 4 is based upon the closing market price of the Issuer's common stock on September 14, 2023.
- 3.25% of the shares subject to this option shall vest and become exercisable on September 17, 2024, with the remainder vesting in 36 equal monthly installments thereafter.

/s/ Brent Hatzis-Schoch,

09/18/2023 Attorney-in-Fact

** 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.