Series A Preferred Stock

(1)

02/03/2020

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	Washington, D.C. 2

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

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1. Name and Address of Reporting Person* Versant Venture Capital VI, L.P.				2. Issuer Name and Ticker or Trading Symbol Black Diamond Therapeutics, Inc. [BDTX]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director						
(Last) ONE SA SUITE 3	NSOME S	First) FREET	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/03/2020					below)	nve uue		below)	респу				
(Street) SAN FRANCI	sco	CA	94104		4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City)	()	State)	(Zip)															
		٦	Гable I - Non-	Deriva	tive S	Secu	ırities Ac	quired	, Dis	sposed o	f, or	Bene	eficially (Owned				
''' ''' '		D	2. Transaction Date (Month/Day/Yea		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		A) or 3, 4 and 5)	securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount		(A) or (D)	Price	Transaction (Instr. 3 and	n(s) d 4)			
Common	Stock			02/03/2	2020			С		4,973,7	87	A	(1)	5,305,	372	Ι)(2)	
Common	Stock			02/03/2	2020			С	С		380,817 A		(1)	380,817				See ootnote ⁽³⁾
Common	Stock	02/0:		02/03/2020				С		1,277,1	.11	A	(1)	1,277,	77,111		I See foo	
Common	Stock			02/03/2	2020			С		653,41	l2	Α	(5)	5,958,784		D ⁽²⁾		
Common	Stock			02/03/2		2020		С		150,085 A		(5)	530,902				See ootnote ⁽³⁾	
Common	Stock			02/03/202				С		503,327		A	(5)	1,780,438				See ootnote ⁽⁴⁾
Common	Stock			02/03/2020				С		454,548 A		A	(6)	6,413,332		D ⁽²⁾		
Common	Stock			02/03/2	2020			С		104,407 A		(6)	635,309				See ootnote ⁽³⁾	
Common	Stock			02/03/2	2020			С		350,14	1 1	A	(6)	2,130,579 I			See ootnote ⁽⁴⁾	
Common	Stock			02/03/2	2020			С		810,52	22	A	(6)	810,522 I			See ootnote ⁽⁷⁾	
Common	Stock			02/03/2	2020			P		79,013	(8)	A	\$19	2,209,592				See ootnote ⁽⁴⁾
Common	Stock			02/03/2		0		P		23,560	(9)	A	\$19	19 658,869				Gee ootnote ⁽³⁾
Common	Common Stock 02/03		02/03/2	2/03/2020			P		396,082	(10)	A	\$19	6,809,414		D ⁽²⁾			
Common Stock 02/03		02/03/2	/2020		P		396,081	396,081 ⁽¹¹⁾		\$19	1,206,603				See ootnote ⁽⁷⁾			
			Table II - D				ities Acqı warrants							wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	2. 3. Transaction Date Execution Date Execution Date, if any (Month/Day/Year) Price of Derivative Sample (Month/Day/Year) Samp		4. Trans	ansaction Deriv ode (Instr. Secu Acqu Dispo		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and			sable and te	7. Title and Amou Securities Under Derivative Securi (Instr. 3 and 4)		Amount of inderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securiti Benefici Owned Followir Reporte	ve es ially ng	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title		Amount or Number of Shares		(Instr. 4)			
Series A Preferred	(1)	02/03/2020		C			15,000,000	(1)		(1)	Com	imon Z	1,973,787	(1)	0		D ⁽²⁾	

1,148,474

(1)

Common

(1)

380,817

(1)

Footnote⁽³⁾

	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. Transa Code (8)		Deri Sec Acq Disi	ivative Expiration Date Secu urities (Month/Day/Year) Deriv		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)	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		(Instr. 4)		
Series A Preferred Stock	(1)	02/03/2020		С			3,851,526	(1)	(1)	Common Stock	1,277,111	(1)	0	I	See Footnote ⁽⁴⁾
Series B Preferred Stock	(5)	02/03/2020		С			1,970,572	(5)	(5)	Common Stock	653,412	(5)	0	D ⁽²⁾	
Series B Preferred Stock	(5)	02/03/2020		С			452,630	(5)	(5)	Common Stock	150,085	(5)	0	I	See Footnote ⁽³⁾
Series B Preferred Stock	(5)	02/03/2020		С			1,517,940	(5)	(5)	Common Stock	503,327	(5)	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(6)	02/03/2020		С			1,370,833	(6)	(6)	Common Stock	454,548	(6)	0	D ⁽²⁾	
Series C Preferred Stock	(6)	02/03/2020		С			314,873	(6)	(6)	Common Stock	104,407	(6)	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(6)	02/03/2020		С			1,055,960	(6)	(6)	Common Stock	350,141	(6)	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(6)	02/03/2020		С			2,444,382	(6)	(6)	Common Stock	810,522	(6)	0	I	See Footnote ⁽⁷⁾
1. Name a	nd Address of	Reporting Person*		3			•		•			•			

Series C Preferred Stock	(6)	02/03/2020		С						
Series C Preferred Stock	(6)	02/03/2020		С						
		Reporting Person* <u>Capital VI, L</u>								
(Last) ONE SA SUITE 3	NSOME ST	(First) ΓREET	(Middle)							
(Street) SAN FR	ANCISCO	CA	94104							
(City)		(State)	(Zip)							
	1. Name and Address of Reporting Person* Versant Voyageurs I Parallel, L.P.									
(Last) ONE SA SUITE 3	NSOME ST	(First) ΓREET	(Middle)							
(Street) SAN FR	ANCISCO	CA	94104							
(City)		(State)	(Zip)							
1. Name and Address of Reporting Person* <u>Versant Voyageurs I, L.P.</u>										
(Last) ONE SA SUITE 3	NSOME ST	(First) ΓREET	(Middle)							
(Street) SAN FR	ANCISCO	CA	94104							
(City)		(State)	(Zip)							
	1. Name and Address of Reporting Person* <u>Versant Vantage I, L.P.</u>									
(Last) ONE SA SUITE 3	NSOME ST	(First) ΓREET	(Middle)							

(Street) SAN FRANCISCO	CA	94104
(City)	(State)	(Zip)

Explanation of Responses:

- 1. Upon the closing of the Issuer's initial public offering, all shares of Series A Preferred Stock automatically converted into shares of Common Stock of the Issuer on a one-for-3.01581 basis. The Series A Preferred Stock had no expiration date.
- 2. Shares held by Versant Venture Capital VI, L.P. ("Versant VI"). Versant Ventures VI GP, L.P. ("Versant Ventures VI GP") is the general partner of Versant VI, and Versant Ventures VI GP-GP, LLC ("Versant Ventures VI GP-GP") is the general partner of Versant Ventures VI GP. Bradley J. Bolzon is a managing member of Versant Ventures VI GP-GP and may be deemed to share voting and dispositive power over the shares held by Versant VI; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein. Bradley J. Bolzon is a director of the Issuer and, accordingly, files separate Section 16
- 3. Shares held by Versant Voyageurs I Parallel, L.P. ("Versant I Parallel"). Versant Voyageurs I GP, L.P. ("Versant Voyageurs I GP LP") is the general partner of Versant I Parallel. Versant Ventures VI GP, L.P. is the general partner of Versant Voyageurs I GP LP. Versant Ventures VI GP-GP and may be deemed to share voting and dispositive power over the shares held by Versant I Parallel; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein. Bradley J. Bolzon is a director of the Issuer and, accordingly, files separate Section 16 reports.
- 4. Shares held by Versant Voyageurs I, L.P.("Versant Voyageurs I"). Versant Voyageurs I GP Company ("Versant Voyageurs I GP") is the general partner of Versant Voyageurs I. Bradley J. Bolzon is may be deemed to share voting and dispositive power over the shares held by Versant Voyageurs I; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein. Bradley J. Bolzon is a director of the Issuer and, accordingly, files separate Section 16 reports.
- 5. Upon the closing of the Issuer's initial public offering, all shares of Series B Preferred Stock automatically converted into shares of Common Stock of the Issuer on a one-for-3.01581 basis. The Series B Preferred Stock had no expiration date.
- 6. Upon the closing of the Issuer's initial public offering, all shares of Series C Preferred Stock automatically converted into shares of Common Stock of the Issuer on a one-for-3.01581 basis. The Series C Preferred Stock had no expiration date.
- 7. Shares held by Versant Vantage I, L.P. ("Versant Vantage I GP. L.P. ("Versant Vantage I GP. L.P. ("Versant Vantage I GP L.P.) is the general partner of Versant Vantage I, and Versant Vantage I GP-GP, LLC ("Versant Vantage I GP GP") is the general partner of Versant Vantage I GP L.P. Bradley J. Bolzon is a managing member of Versant Vantage I GP-GP and may be deemed to share voting and dispositive power over the shares held by Versant Vantage I; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein. Bradley J. Bolzon is a director of the Issuer and, accordingly, files separate Section 16 reports.
- 8. On February 3, 2020, Versant Voyageurs I purchased 79,013 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 9. On February 3, 2020, Versant I Parallel purchased 23,560 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 10. On February 3, 2020, Versant VI purchased 396,082 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 11. On February 3, 2020, Versant Vantage I purchased 396,081 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.

Remarks

/s/ Versant Venture Capital VI, L.P. By: Versant Ventures VI GP, L.P. Its: General Partner By: 02/05/2020 Versant Ventures VI GP-GP, LLC By: Robin L. Praeger Its: Managing Director /s/ Versant Voyageurs I Parallel, L.P. By: Versant Voyageurs I GP, L.P. Its: General Partner By: Versant Ventures VI GP, L.P. Its: 02/05/2020 General Partner By: Versant Ventures VI GP-GP, LLC By: Robin L. Praeger Its: Managing /s/ Versant Voyageurs I, L.P. By: Versant Voyageurs I GP 02/05/2020 Company Its: General Partner By: Robin L. Praeger Its: President. /s/ Versant Vantage I, LP By: Versant Vantage I GP, L.P. Its: General Partner By: Versant 02/05/2020 Vantage I GP-GP, LLC Its: General Partner By: Robin L. Praeger Its: Managing Director ** 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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