

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Shah Rajeev M.</u> _____ (Last) (First) (Middle) <u>C/O BLACK DIAMOND THERAPEUTICS, INC.</u> <u>ONE MAIN STREET, 10TH FLOOR</u> _____ (Street) <u>CAMBRIDGE MA 02142</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Black Diamond Therapeutics, Inc. [ BDTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2021</u>	
	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 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	03/18/2021		A <sup>(1)</sup>		443	A	\$24.01 <sup>(2)</sup>	443	D <sup>(3)</sup>	
Common Stock								1,924,164	I	See footnote <sup>(4)</sup>
Common Stock								311,926	I	See footnote <sup>(5)</sup>
Common Stock								353,814	I	See footnote <sup>(6)</sup>

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares were issued in accordance with the Issuer's 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.
- The price of reported in Column 4 is based upon the closing market price of the Issuer's common stock on March 18, 2021.
- Under the Reporting Person's arrangement with RA Capital Management, L.P. (the "Adviser"), the Reporting Person holds the shares for the benefit of the RA Capital Healthcare Fund, L.P. (the "Fund"), RA Capital Nexus Fund, L.P. (the "Nexus Fund") and a separately managed account (the "Account"). The Reporting Person is obligated to turn over to the Adviser any net cash or stock received as compensation from the Issuer, which will offset advisory fees owed by the Fund, the Nexus Fund and the Account to the Adviser. The Reporting Person therefore disclaims beneficial ownership of the common stock.
- Shares held by RA Capital Healthcare Fund, L.P. (the "Fund"). RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Mr. Shah is a managing member. Mr. Shah disclaims beneficial ownership of the reported securities held by the Fund except to the extent of his pecuniary interest therein.
- Shares held by RA Capital Nexus Fund, L.P. (the "Nexus Fund"). The Adviser is the investment manager for the Nexus Fund. The general partner of the Adviser is the Adviser GP, of which Mr. Shah is a managing member. Mr. Shah disclaims beneficial ownership of the reported securities held by the Nexus Fund except to the extent of his pecuniary interest therein.
- Shares held in an account owned by a separately managed account (the "Account"). The Adviser is the investment manager for the Account. The general partner of the Adviser is the Adviser GP, of which Mr. Shah is a managing member. Mr. Shah has no pecuniary interest in the reported securities held in the Account and therefore disclaims beneficial ownership of those securities.

**Remarks:**

/s/ Brent Hatzis-Schoch, as 03/22/2021  
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.