FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APF	PROVAL

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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* Shah Rajeev M.						2. Issuer Name and Ticker or Trading Symbol Black Diamond Therapeutics, Inc. [BDTX]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title)				ner	
	CAPITAL		Date 2/03/		rliest Transa	action (M	onth/I	Day/Year)		Officer (give title Other (spec below) below)				ресіту					
(Street)	KELEY 5.	FREET, 18TH F	_ 4.	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person										icable					
BOSTO	N M	ſA	02116		_								Form filed by More than One Reporting Person						
(City)	(5	State)	(Zip)									·	. 6' - ' - 11	0					
Table I - No		ADIE I - NO	2. Transaction Date (Month/Day/Year)		n	2A. Deemed Execution Date,		3. Transaction Code (Instr.		4. Securities Acquired (A		(A) or	5. Amount of Securities Beneficially Owned Following Reported		Form:	Direct Ir Indirect B tr. 4) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 an	on(s) id 4)			1130.4)	
Common	Stock			02/0	03/20	2020		С		956,72	3 A	(1)	956,723				ee ootnote ⁽²⁾		
Common	Stock			02/0	03/20	/2020		С		163,35	3 A	(1)	163,3	353	I		ee ootnote ⁽⁴⁾		
Common	Stock			02/0	03/20	/2020		С		186,74	9 A	(1)	186,749				ee ootnote ⁽⁵⁾		
Common	Stock			02/03/2			/2020		С		181,78	3 A	(3)	1,138,506		1 1 1		ee ootnote ⁽²⁾	
Common	Stock			03/20	2020		С		70,770) A	(3)	234,123				ee ootnote ⁽⁴⁾			
Common Stock 02/03			03/20	2020		С		30,526	6 A	(3)	217,275			1 -	ee ootnote ⁽⁵⁾				
Common	mmon Stock 02.		02/0	03/20	3/2020			P		785,658	(6) A	\$19	1,924,164				ee ootnote ⁽²⁾		
Common	Common Stock 0		02/0	03/20	3/2020					77,803 ⁰	7) A	\$19	311,926				ee ootnote ⁽⁴⁾		
Common Stock			02/0	02/03/2020				P		136,539	(8) A	\$19	353,8	353,814			ee ootnote ⁽⁵⁾		
			Table II -								osed of, convertib			wned			'		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/	ate,	4. Transa Code (1 8)		on Derivative		6. Date Exerci Expiration Da (Month/Day/Yo		te of Securities		es J Security	8. Price of Derivative Security (Instr. 5)	9. Numb derivati Securiti Benefic Owned Followin Reporte	ve es ially ng ed	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)	
					Code	V (A) (D) Date Exercisable		able	Expiration Date	ation Title Ai		Transa (Instr. 4							
Series B Preferred Stock	(1)	02/03/2020			С			2,885,295	(1)		(1)	Common Stock	956,723	(1)	0		I	See footnote ⁽²⁾	
Series B Preferred Stock	(1)	02/03/2020			С			492,643	(1)		(1)	Common Stock	163,353	(1)	0		I	See footnote ⁽⁴⁾	
Series B Preferred Stock	(1)	02/03/2020			С			563,204	(1)		(1)	Common Stock	186,749	(1)	0		I	See footnote ⁽⁵⁾	
Series C Preferred Stock	(3)	02/03/2020						548,224	(3)		(3)	Common Stock	181,783	(3)	0		I	See footnote ⁽²⁾	
Series C Preferred Stock	(3)	02/03/2020			С			213,429	(3)		(3)	Common Stock	70,770	(3)	0		I	See footnote ⁽⁴⁾	
	ock																		

	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 or D	umber of vative urities uired (A) isposed of (Instr. 3, 4 5)	6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Reported	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		Transaction(s) (Instr. 4)		
Series C Preferred Stock	(3)	02/03/2020		С			92,063	(3)	(3)	Common Stock	30,526	(3)	0	I	See footnote ⁽⁵⁾

Explanation of Responses:

- 1. 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
- 2. 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.
- 3. 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
- 4. 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.
- 5. 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
- 6. On February 3, 2020, the Fund purchased 785,658 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 7. On February 3, 2020, the Nexus Fund purchased 77,803 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 8. On February 3, 2020, the Account purchased 136,539 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.

Remarks:

/s/ Brent Hatzis-Schoch, as 02/05/2020 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.

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