

| OMB APPROVAL                                 |           |
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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*<br><u>Woiwode Thomas</u><br><hr/> (Last) (First) (Middle)<br>ONE SANSOME STREET<br>SUITE 3630<br><hr/> (Street)<br>SAN FRANCISCO CA 94104<br><hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>09/27/2018 | 3. Issuer Name and Ticker or Trading Symbol<br><u>Gritstone Oncology, Inc. [ GRTS ]</u>   |  |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><hr/> 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |                             |
|--|--|-----------------|---|--|--|---|-----------------------------|
|  | Date Exercisable   | Expiration Date |   |  |  |   |                             |
| Series A Convertible Preferred Stock       | (1)  | (2)             | Common Stock  | 2,173,909  | (1)  | I   | See Footnote <sup>(3)</sup> |
| Series B Convertible Preferred Stock       | (1)  | (2)             | Common Stock  | 929,020  | (1)  | I   | See Footnote <sup>(4)</sup> |

**Explanation of Responses:**

- The shares of the Issuer's Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering.
- The expiration date is not relevant to the conversion of these securities.
- Consists of (i) 1,907,729 shares held by Versant Venture Capital V, L.P. ("VVC V"), (ii) 145,186 shares held by Versant Venture Capital V (Canada) LP ("VVC CAN"), (iii) 63,610 shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOA"), and (iv) 57,384 shares held by Versant Affiliates Fund V, L.P. ("VAF V"). Versant Ventures V, LLC, or VV V, serves as the sole general partner of VOA, VAF V and VVC V and owns no shares directly. Versant Ventures V (Canada) GP-GP, Inc. ("VV V CAN GP"), serves as the sole general partner of Versant Ventures V (Canada), L.P. ("VV V CAN"), which serves as the sole general partner of VVC CAN and owns no shares directly. The Reporting Person is a managing director of VV V and a director of VV V CAN GP and shares voting and dispositive power over the shares held by VOA, VAF V, VVC V and VVC CAN. He disclaims beneficial ownership of the shares held by VOA, VAF V, VVC V and VVC CAN, except to the extent of his pecuniary interest therein.
- Consists of (i) 815,302 shares held by Versant Venture Capital V, L.P. ("VVC V"), (ii) 62,048 shares held by Versant Venture Capital V (Canada) LP ("VVC CAN"), (iii) 27,146 shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOA"), and (iv) 24,524 shares held by Versant Affiliates Fund V, L.P. ("VAF V"). Versant Ventures V, LLC, or VV V, serves as the sole general partner of VOA, VAF V and VVC V and owns no shares directly. Versant Ventures V (Canada) GP-GP, Inc. ("VV V CAN GP"), serves as the sole general partner of Versant Ventures V (Canada), L.P. ("VV V CAN"), which serves as the sole general partner of VVC CAN and owns no shares directly. The Reporting Person is a managing director of VV V and a director of VV V CAN GP and shares voting and dispositive power over the shares held by VOA, VAF V, VVC V and VVC CAN. He disclaims beneficial ownership of the shares held by VOA, VAF V, VVC V and VVC CAN, except to the extent of his pecuniary interest therein.

/s/ Thomas Woiwode 09/27/2018

\*\* 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 5 (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.**

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**POWER OF ATTORNEY**  
**(For Executing Form ID, Forms 3, 4 and 5 and Schedules 13D and 13G)**

**Know all by these presents,** that the undersigned hereby constitutes and appoints Robin Praeger, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

- (i) prepare, execute in the undersigned 's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission of reports required by Section 13(d) and Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or any rules or regulations promulgated thereunder;
- (ii) prepare, execute and file, for and on behalf of the undersigned with respect to holdings of and transactions in securities issued by a company to the undersigned or Versant Venture Capital IV, L.P., Versant Side Fund IV, L.P., Versant Ventures IV, LLC, Versant Venture Capital V, L.P., Versant Affiliates Fund V, L.P., Versant Ophthalmic Affiliates Fund I, L.P., Versant Venture Capital V (Canada) LP, Versant Ventures V, LLC and Versant Ventures V (Canada), L.P., any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Exchange Act, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (iii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact in serving in such capacity at the request of the undersigned, are not assuming, nor is Versant Ventures assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

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This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any form or document with respect to the undersigned's holdings of and transactions in securities issued by a company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by Versant Ventures.

I hereby declare that any act or thing lawfully done hereunder by the foregoing attorneys-in-fact shall be binding on the undersigned as if done by myself.

**In Witness Whereof**, the undersigned has caused this Power of Attorney to be executed as of this 12<sup>th</sup> day of September, 2014

/s/ Thomas Woiwode

Thomas Woiwode

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