

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <b>GORDON CARL L</b>			2. Issuer Name and Ticker or Trading Symbol <b>Kinnate Biopharma Inc. [ KNTE ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <b>C/O KINNATE BIOPHARMA INC.</b> <b>103 MONTGOMERY STREET, SUITE 150</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>04/03/2024</b>			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		
(Street) <b>SAN FRANCISCO CA 94129</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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

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	04/03/2024		D		1,368,339	D	(1)	0	I	See footnotes <sup>(2)(7)</sup>
Common Stock	04/03/2024		D		4,738,453	D	(1)	0	I	See footnotes <sup>(3)(7)</sup>
Common Stock	04/03/2024		D		1,368,338	D	(1)	0	I	See footnotes <sup>(4)(7)</sup>
Common Stock	04/03/2024		D		84,599	D	(1)	0	I	See footnotes <sup>(5)(7)</sup>
Common Stock	04/03/2024		D		450,000	D	(1)	0	I	See footnotes <sup>(6)(7)</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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$20	04/03/2024		D		40,501		(8)	12/02/2030	Common Stock	40,501	(8)	0	D	
Stock Option (right to buy)	\$8.38	04/03/2024		D		20,250		(8)	06/13/2032	Common Stock	20,250	(8)	0	D	
Stock Option (right to buy)	\$3.48	04/03/2024		D		25,000		(8)	06/12/2033	Common Stock	25,000	(8)	0	D	

Explanation of Responses:

- Disposed of pursuant to that certain Agreement and Plan of Merger, dated February 16, 2024, by and between the Issuer, XOMA Corporation and XRA 1 Corp. (the "Merger Agreement") in exchange for (i) \$2.5879 in cash per share (the "Cash Amount"), plus (ii) one non-transferable contingent value right ("CVR") per share. Each RSU will receive the Cash Amount (without interest and less any applicable tax withholdings), plus one CVR.
- These securities are held of record by OrbiMed Asia Partners IV, L.P. ("OAP IV"), OrbiMed Asia GP IV, L.P. ("Asia GP") is the general partner of OAP IV and OrbiMed Advisors IV Limited ("Advisors IV") is the general partner of Asia GP. OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the advisory company of OAP IV. By virtue of such relationships, OrbiMed Advisors may be deemed to have voting power and investment power over the securities held by OAP IV and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership over the securities held by OAP IV.
- These securities are held of record by OrbiMed Private Investments VII, LP ("OPI VII"). OrbiMed Capital GP VII LLC ("GP VII") is the general partner of OPI VII and OrbiMed Advisors is the managing member of GP VII. By virtue of such relationships, OrbiMed Advisors and GP VII may be deemed to have voting power and investment power over the securities held by OPI VII and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OPI VII.
- These securities are held of record by OrbiMed Private Investments VIII, LP ("OPI VIII"). OrbiMed Capital GP VIII LLC ("GP VIII") is the general partner of OPI VIII and OrbiMed Advisors is the managing member of GP VIII. By virtue of such relationships, OrbiMed Advisors and GP VIII may be deemed to have voting power and investment power over the securities held by OPI VIII and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OPI VIII.
- These securities are held of record by OrbiMed Genesis Master Fund, L.P. ("OrbiMed Genesis"). OrbiMed Genesis GP LLC ("Genesis GP") is the general partner of OrbiMed Genesis. OrbiMed Advisors is

the managing member of Genesis GP. By virtue of such relationships, OrbiMed Advisors and Genesis GP may be deemed to have voting power and investment power over the securities held by OrbiMed Genesis and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OrbiMed Genesis.

6. These securities are held of record by OrbiMed Partners Master Fund Limited ("OPM"). OrbiMed Capital LLC ("OrbiMed Capital") is the investment advisor to OPM. OrbiMed Capital is a relying advisor of OrbiMed Advisors. OrbiMed Advisors and OrbiMed Capital exercise voting and investment power through a management committee comprised of the Reporting Person, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPM.

7. Each of the Reporting Person, OrbiMed Advisors, Advisors IV, GP VIII, Asia GP, GP VII, OrbiMed Genesis, and OrbiMed Capital disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his or its pecuniary interest therein, if any. This report shall not be deemed an admission that any such person or entity, including the Reporting Person, is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

8. This option was cancelled pursuant to the Merger Agreement in exchange for one CVR for each share underlying such out-of-the-money option. However, please note that such CVRs will provide payment only after the amounts payable under such CVRs exceed a threshold equal to the excess of the per share exercise price of such out-of-the-money option over the Cash Amount.

/s/ Carl L. Gordon

04/05/2024

\*\* 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.**