

OMB APPROVAL	
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**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* <u>EHRLICH JASON</u>  (Last) (First) (Middle) <u>2631 HANOVER STREET</u>  (Street) <u>PALO ALTO CA 94304</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kodiak Sciences Inc. [ KOD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/22/2020		M		6,950	A	\$10.29	38,234	D	
Common Stock	06/22/2020		S <sup>(1)</sup>		2,792	D	\$59.353 <sup>(2)</sup>	35,442	D	
Common Stock	06/22/2020		S <sup>(1)</sup>		1,684	D	\$60.333 <sup>(3)</sup>	33,758	D	
Common Stock	06/22/2020		S <sup>(1)</sup>		1,645	D	\$61.488 <sup>(4)</sup>	32,113	D	
Common Stock	06/22/2020		S <sup>(1)</sup>		723	D	\$62.921 <sup>(5)</sup>	31,390	D	
Common Stock	06/22/2020		S <sup>(1)</sup>		106	D	\$64.081 <sup>(6)</sup>	31,284	D	

**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)	\$10.29	06/22/2020		M			6,950	(7)	08/29/2028	Common Stock	6,950	\$0.00	396,125	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan.
- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions ranging from \$58.89 to \$59.89, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in these footnotes.
- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions ranging from \$59.98 to \$60.93, inclusive.
- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions ranging from \$60.99 to \$61.78, inclusive.
- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions ranging from \$62.65 to \$63.20, inclusive.
- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions ranging from \$64.02 to \$64.36, inclusive.
- Twenty-five percent of the shares subject to the option vested on September 1, 2019 and 1/48th of the shares subject to the option vest on the same day of each month thereafter.

**Remarks:**

Chief Medical Officer and Chief Development Officer

/s/ Carlton Fleming, Attorney-in-Fact for Jason Ehrlich 06/24/2020

\*\* 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.