

**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>BAKER BROS. ADVISORS LP</u>  (Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR  (Street) NEW YORK NY 10014  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/09/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/09/2018		C		372,792	A	(1)	372,792	I	See Footnotes <sup>(1)</sup> (2)(8)(9)
Common Stock	10/09/2018		C		4,627,208	A	(1)	4,627,208	I	See Footnotes <sup>(1)</sup> (3)(8)(9)
Common Stock	10/09/2018		C		58,989	A	\$5 <sup>(4)</sup>	431,781	I	See Footnotes <sup>(2)</sup> (4)(8)(9)
Common Stock	10/09/2018		C		732,198	A	\$5 <sup>(4)</sup>	5,359,406	I	See Footnotes <sup>(3)</sup> (4)(8)(9)
Common Stock	10/09/2018		J		86,501	A	(5)	518,282	I	See Footnotes <sup>(2)</sup> (5)(8)(9)
Common Stock	10/09/2018		J		767,427	A	(5)	6,126,833	I	See Footnotes <sup>(3)</sup> (5)(8)(9)
Common Stock	10/09/2018		P		251,898	A	\$10	770,180	I	See Footnotes <sup>(2)</sup> (6)(8)(9)
Common Stock	10/09/2018		P		2,248,102	A	\$10	8,374,935	I	See Footnotes <sup>(3)</sup> (6)(8)(9)

**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	Amount or Number of Shares				
Series B Redeemable Convertible Preferred Shares	(1)	10/09/2018		C			372,792	(1)	(1)	Common Stock	372,792	(7)	0	I	See Footnotes <sup>(1)(2)</sup> (8)(9)
Series B Redeemable Convertible Preferred Shares	(1)	10/09/2018		C			4,627,208	(1)	(1)	Common Stock	4,627,208	(7)	0	I	See Footnotes <sup>(1)(3)</sup> (8)(9)
Secured Bridge Notes 30% 12/1/2020	\$5 <sup>(4)</sup>	10/09/2018		C			294,948	01/31/2018	12/01/2020	Common Stock	58,989	(7)	0	I	See Footnotes <sup>(2)(4)</sup> (8)(9)
Secured Bridge Notes 30% 12/1/2020	\$5 <sup>(4)</sup>	10/09/2018		C			3,660,993	01/31/2018	12/01/2020	Common Stock	732,198	(7)	0	I	See Footnotes <sup>(3)(4)</sup> (8)(9)

1. Name and Address of Reporting Person\*  
BAKER BROS. ADVISORS LP  
  
 (Last) (First) (Middle)  
 860 WASHINGTON STREET  
 3RD FLOOR  
  
 (Street)  
 NEW YORK NY 10014

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">667, L.P.</a>		
(Last)	(First)	(Middle)
860 WASHINGTON STREET, 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Baker Bros. Advisors (GP) LLC</a>		
(Last)	(First)	(Middle)
860 WASHINGTON STREET 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Baker Brothers Life Sciences LP</a>		
(Last)	(First)	(Middle)
860 WASHINGTON STREET 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BAKER FELIX</a>		
(Last)	(First)	(Middle)
860 WASHINGTON STREET 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BAKER JULIAN</a>		
(Last)	(First)	(Middle)
860 WASHINGTON STREET, 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents common stock of Kodiak Sciences Inc. (the "Issuer") received upon conversion of the Issuer's Series B Redeemable Convertible Preferred Stock ("Series B Preferred") which automatically converted into common stock of the Issuer ("Common Stock") on a 1 for 1 basis without consideration upon closing of the initial public offering of the Issuer ("IPO"). The Series B Preferred did not have an expiration date and were convertible, at any time, at the holder's election, into Common Stock.
2. After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's securities reported in column 5 of Table I directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
3. After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's securities reported in column 5 of Table I directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences") and together with "667", the "Funds"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
4. Represents Common Stock received upon conversion of the Issuer's 30% Secured Bridge Notes with a maturity date of December 1, 2020 ("Secured Bridge Notes") which automatically converted into Common Stock at a conversion price of \$5.00 ("Secured Note Conversion Price") without consideration upon closing of the IPO. The Secured Bridge Notes were convertible, at any time, at the option of the holder after January 31, 2018, into Common Stock.
5. Represents Common Stock received upon conversion of the Issuer's 6% Unsecured Bridge Notes with a maturity date of December 1, 2020 ("Unsecured Bridge Notes") which automatically converted into Common Stock at a conversion price of \$8.00 or 80% of the IPO price ("Unsecured Note Conversion Price") without consideration upon closing of the IPO.
6. 667 and Life Sciences purchased 251,898 and 2,248,102 shares of Common Stock, respectively, for \$10.00 per share in the IPO that closed on October 9, 2018.
7. Pursuant to Instruction 4(c)(iii), this response has been left blank.
8. Baker Bros. Advisors LP (the "Adviser") serves as the investment adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The

Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.

9. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

**Remarks:**

Felix J. Baker, a managing member of Baker Bros. Advisors (GP) LLC is a director of Kodiak Sciences Inc. (the "Issuer"). By virtue of his representation on the Board of Directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization of the Issuer.

By: Baker Bros. Advisors LP,  
Name: Scott L. Lessing, Title: 10/11/2018  
President /s/ Scott L. Lessing

Baker Bros. Advisors LP, Mgmt.  
Co. and Inv. Adviser to 667, L.P.,  
pursuant to authority granted by  
Baker Biotech Capital, L.P., GP to 10/11/2018  
667, L.P. Name: Scott L. Lessing,  
Title: President /s/ Scott L.  
Lessing

By: Baker Bros. Advisors (GP)  
LLC, Name: Scott L. Lessing, 10/11/2018  
Title: President /s/ Scott L.  
Lessing

Baker Bros. Advisors LP, Mgmt.  
Co. and Inv. Adviser to BAKER  
BROTHERS LIFE SCIENCES,  
L.P., pursuant to authority granted 10/11/2018  
by Baker Brothers Life Sciences  
Capital, L.P., GP to Baker  
Brothers Life Sciences, L.P., /s/  
Scott L. Lessing Title: President

/s/ Felix J. Baker 10/11/2018

/s/ Julian C. Baker 10/11/2018

\*\* 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 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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