SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Addre Christian Wa	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol Gossamer Bio, Inc. [GOSS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last) 3013 SCIENCE	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/14/2020	X Officer (give title below) Other (specify below) EVP & General Counsel EVP							
(Street) SAN DIEGO	СА	92121	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							
(City)	(State)	(Zip)		Form filed by More than One Reporting Person							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount (A) or (D) Price		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v			Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/14/2020		A		46,500 ⁽¹⁾	A	\$0.00	547,998 ⁽²⁾	D	
Common Stock								4,454	I	By family trust
Common Stock								22,222	Ι	By trust FBO son

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		of		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				
Stock Option (right to buy)	\$14.55	02/14/2020		A		71,500		(3)	02/14/2030	Common Stock	71,500	\$0.00	71,500	D	

Explanation of Responses:

1. Represents restricted stock unit award, which will vest in three equal annual installments in accordance with the terms of the award and subject to the Reporting Person's continuous service to the Issuer on each vesting date.

2. Includes 228,459 shares subject to forfeiture, which shares will vest in equal monthly installments as set forth in the restricted stock agreement between the Issuer and Reporting Person so that all of the shares will be released from the forfeiture restriction on November 18, 2021, subject to the Reporting Person's continuous service to the Issuer on each such vesting date.

3. 25% of the total number of shares subject to the option will vest on February 14, 2021 and 1/48th of the total number of shares subject to the option vest on the last day of each one-month period thereafter, subject to the Reporting Person's continuous service to the Issuer on each such vesting date.

Remarks:

/s/ Jeff Boerneke, Attorney-in-

Fact

02/19/2020

** 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.