SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Giraudo Bryan
(Last) (First) (Middle)
3115 MERRYFIELD ROW, SUITE 120
(Street)
SAN DIEGO CA 92121
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Gossamer Bio, Inc. [GOSS]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
☑ Officer (give title below)
Other (specify below)
COO/CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
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			

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				
Pre-Funded Warrant (Right to Buy)	$0.0001	08/24/2026		A		25[(1)]		08/24/2026	[(2)]	Series A-1 Preferred Stock[(1)]	25[(1)]	$999.999	25	I	By Family Trust
Stock Option (Right to Buy)	$0.175	08/24/2026		A		5,800,051		[(3)]	08/23/2036	Common Stock	5,800,051	$0	5,800,051	D	

Explanation of Responses:

1. Each share of Series A-1 non-voting convertible preferred stock is convertible automatically upon receipt of stockholder approval under applicable Nasdaq rules and regulations in connection with the Issuer's private placement pursuant to which the Pre-Funded Warrants were issued ("Stockholder Approval") into a number of shares of the Issuer's common stock equal to $1,000 divided by $0.14, pursuant to the terms of the Series A-1 Certificate of Designation and subject to applicable beneficial ownership limitations.

2. The Pre-Funded Warrant has no expiration date and is exercisable immediately. Prior to the Issuer obtaining Stockholder Approval, the Pre-Funded Warrants are only exercisable for shares of Series A-1 non-voting convertible preferred stock. Following the Issuer's receipt of Stockholder Approval, the Pre-Funded Warrants are only exercisable for shares of the Issuer's common stock.

3. 50% of the total number of shares subject to the option will vest upon FDA approval of seralutinib, and 1/24th of the remaining 50% of the total number of shares subject to the option will vest on the last day of each one-month period after such FDA approval, in each case subject to the Reporting Person's continuous service to the Issuer on each such vesting date. To the extent FDA approval of seralutinib does not occur on or prior to the date that is two years following the grant date of the option, 1/24th of the total number of shares subject to the option will vest on the last day of each one-month period following the date that is two years following the grant date of the option, subject to the Reporting Person's continuous service to the Issuer on each such vesting date.

Remarks:

/s/ Jeff Boerneke, Attorney-in-Fact	08/26/2026
** 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.