SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Estimated average burden

hours per response:

SECURITIES F

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	4
or Section 30(h) of the Investment Company Act of 1940	

1. Name and Address of Reporting Person* <u>SANDELL SCOTT D</u>	2. Date o Requiring (Month/D 07/23/2	g Statement ay/Year)	3. Issuer Name and Ticker or Trading Symbol <u>Annexon, Inc.</u> [ANNX]						
(Last) (First) (Middle) 1954 GREENSPRING DRIVE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)			
SUITE 600	_		Director Officer (give title below)	X 10% O Other (below)	specify (Ch	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting			
(Street)				201011)	2	Person	, , , , , , , , , , , , , , , , , , , ,		
TIMONIUM MD 21093	_					Form filed t Reporting F	by More than One Person		
(City) (State) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Inst 4)	3. Owne r. Form: D (D) or In (I) (Instr	irect Ownership (Instr. 5) direct				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Y	te	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5)		
Series B Preferred Stock	(1)	(1)	Common Stock	1,591,599	(1)	Ι	See Note 2 ⁽²⁾		
Series C Preferred Stock	(3)	(3)	Common Stock	672,636	(3)	Ι	See Note 2 ⁽²⁾		
Series D Preferred Stock	(4)	(4)	Common Stock	231,452	(4)	Ι	See Note 2 ⁽²⁾		

Explanation of Responses:

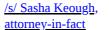
1. The shares of Series B Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

2. The Reporting Person is a manager of NEA 15 GP, LLC, which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L.P. ("NEA 15"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares held by NEA 15 in which the Reporting Person has no pecuniary interest.

3. The shares of Series C Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

4. The shares of Series D Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

Remarks:



07/23/2020

** 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 5 (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.