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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

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**Annexon, Inc.**

(Name of Issuer)

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**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

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**03589W102**

(CUSIP Number)

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**November 4, 2021**

(Date of Event Which Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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**Item 1(a). Name of Issuer:**

Annexon, Inc. (the "Issuer").

**Item 1(b). Address of Issuer's Principal Executive Offices:**

180 Kimball Way, Suite 200, South San Francisco, California 94080.

**Item 2(a). Names of Persons Filing:**

This statement is being filed by New Enterprise Associates 15, L.P. ("NEA 15"); NEA Partners 15, L.P. ("NEA Partners 15"), which is the sole general partner of NEA 15; NEA 15 GP, LLC ("NEA 15 GP"), which is the sole general partner of NEA Partners 15; and Forest Baskett ("Baskett"), Anthony A. Florence, Jr. ("Florence"), Mohamad H. Makhzoumi ("Makhzoumi"), Scott D. Sandell ("Sandell") and Peter W. Sonsini ("Sonsini") (collectively, the "Managers") and Joshua Makower ("Makower"). The Managers are the managers of NEA 15 GP. NEA 15, NEA Partners 15, NEA 15 GP, the Managers and Makower are sometimes referred to collectively herein as the "Reporting Persons".

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The address of the principal business office of NEA 15, NEA Partners 15, NEA 15 GP and Sandell is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Makhzoumi, and Sonsini is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence is New Enterprise Associates, 104 5<sup>th</sup> Avenue, 19th Floor, New York, NY 10001.

**Item 2(c). Citizenship:**

Each of NEA 15 and NEA Partners 15 is a Delaware limited partnership. NEA 15 GP is a Delaware limited liability company. Each of the Managers is a United States citizen.

**Item 2(d). Title of Class of Securities.**

Common stock, \$0.001 par value ("Common Stock").

**Item 2(e). CUSIP Number.**

03589W102

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

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**Item 4. Ownership:**

Not Applicable.

**Item 5. Ownership of Five Percent or Less of a Class.**

Each Reporting Person has ceased to beneficially own five percent (5%) or more of the Issuer's outstanding Common Stock.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

**Material to be Filed as Exhibits.**

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 19<sup>th</sup> day of November, 2021.

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.  
General Partner

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Louis S. Citron  
Chief Legal Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Louis S. Citron  
Chief Legal Officer

NEA 15 GP, LLC

By: \_\_\_\_\_  
\*  
Louis S. Citron  
Chief Legal Officer

\_\_\_\_\_  
\*  
Forest Baskett

\_\_\_\_\_  
\*  
Anthony A. Florence, Jr.

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\*  
Mohamad H. Makhzoumi

\_\_\_\_\_  
\*  
Joshua Makower

\*  
Scott D. Sandell

                  \*  
Peter W. Sonsini

\*/s/ Sasha O. Keough  
Sasha O. Keough  
As attorney-in-fact

This Amendment No. 1 to Schedule 13G was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

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**EXHIBIT 1**

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Annexon, Inc.

EXECUTED this 19<sup>th</sup> day of November, 2021.

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.  
General Partner

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_\*  
Louis S. Citron  
Chief Legal Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_\*  
Louis S. Citron  
Chief Legal Officer

NEA 15 GP, LLC

By: \_\_\_\_\_\*  
Louis S. Citron  
Chief Legal Officer

\_\_\_\_\_\*  
Forest Baskett

\_\_\_\_\_\*  
Anthony A. Florence, Jr.

\_\_\_\_\_\*  
Mohamad H. Makhzoumi

\_\_\_\_\_\*  
Joshua Makower

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\_\_\_\_\_  
Scott D. Sandell

\*

\_\_\_\_\_  
Peter W. Sonsini

\*/s/ Sasha O. Keough  
Sasha O. Keough  
As attorney-in-fact

This Agreement was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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**EXHIBIT 2****POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett  
M. James Barrett

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Ali Behbahani  
Ali Behbahani

/s/ Colin Bryant  
Colin Bryant

/s/ Carmen Chang  
Carmen Chang

/s/ Anthony A. Florence, Jr.  
Anthony A. Florence, Jr.

/s/ Carol G. Gallagher  
Carol G. Gallagher

/s/ Dayna Grayson  
Dayna Grayson

/s/ Patrick J. Kerins  
Patrick J. Kerins

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/s/ P. Justin Klein  
P. Justin Klein

/s/ Vanessa Larco  
Vanessa Larco

/s/ Joshua Makower  
Joshua Makower

/s/ Mohamad H. Makhzoumi  
Mohamad H. Makhzoumi

/s/ Edward T. Mathers  
Edward T. Mathers

/s/ David M. Mott  
David M. Mott

/s/ Sara M. Nayeem  
Sara M. Nayeem

/s/ Jason R. Nunn  
Jason R. Nunn

/s/ Gregory Papadopoulos  
Gregory Papadopoulos

/s/ Chetan Puttagunta  
Chetan Puttagunta

/s/ Jon Sakoda  
Jon Sakoda

/s/ Scott D. Sandell  
Scott D. Sandell

/s/ A. Brooke Seawell  
A. Brooke Seawell

/s/ Peter W. Sonsini  
Peter W. Sonsini

/s/ Melissa Taunton  
Melissa Taunton

/s/ Frank M. Torti  
Frank M. Torti

/s/ Ravi Viswanathan  
Ravi Viswanathan

/s/ Paul E. Walker  
Paul E. Walker

/s/ Rick Yang  
Rick Yang

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