

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u>  (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Shattuck Labs, Inc. [ STTK ]</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) 10/14/2020	
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	10/14/2020		C		2,178,738	A	(1)	2,178,738	I	See Footnote <sup>(2)(3)</sup>
Common Stock	10/14/2020		P		2,941,176	A	\$17	5,119,914	I	See Footnote <sup>(2)(3)</sup>
Common Stock	10/14/2020		P		158,100	A	\$18.0118 <sup>(4)</sup>	5,278,014	I	See Footnote <sup>(2)(3)</sup>
Common Stock	10/14/2020		P		195,158	A	\$19.2028 <sup>(5)</sup>	5,473,172	I	See Footnote <sup>(2)(3)</sup>
Common Stock	10/14/2020		P		65,047	A	\$19.9978 <sup>(6)</sup>	5,538,219	I	See Footnote <sup>(2)(3)</sup>
Common Stock	10/14/2020		P		31,695	A	\$21.0856 <sup>(7)</sup>	5,569,914	I	See Footnote <sup>(2)(3)</sup>
Common Stock	10/14/2020		P		50,000	A	\$22.1	5,619,914	I	See Footnote <sup>(2)(3)</sup>

**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
Series B-1 Preferred Stock	(4)	10/14/2020		C			318,064	(4)	(4)	Common Stock	2,178,738	\$0.00	0	I	See Footnote <sup>(2)(3)</sup>

1. Name and Address of Reporting Person\*  
Redmile Group, LLC  
  
 (Last) (First) (Middle)  
 ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  
  
 (Street)  
 SAN FRANCISCO CA 94129  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Green Jeremy  
  
 (Last) (First) (Middle)  
 ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300  
  
 (Street)  
 SAN FRANCISCO CA 94129  
  
 (City) (State) (Zip)

(Street)	SAN FRANCISCO CA		94129
(City)	(State)	(Zip)	

**Explanation of Responses:**

1. The Series B-1 Preferred Stock converted into shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering on a 1-for-6.85 basis and had no expiration date.
2. These securities are directly owned by certain private investment vehicles managed by Redmile Group, LLC ("Redmile") and may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
3. Michael Lee, a member of the board of directors of the Issuer and a managing director of Redmile, was elected to the board of the Issuer as a representative of Redmile. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.57 to \$18.57, inclusive. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.
5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.58 to \$19.58, inclusive. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.
6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.59 to \$20.55, inclusive. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.
7. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.60 to \$21.39, inclusive. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares purchased at each separate price.

/s/ Jeremy Green, Managing  
Member of Redmile Group,      10/15/2020  
LLC

/s/ Jeremy Green      10/15/2020

\*\* 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.**