

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>Neill Andrew R</u>			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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>See Remarks</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
C/O SHATTUCK LABS, INC. 1018 W. 11TH STREET, SUITE 100			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>AUSTIN</u>	<u>TX</u>	<u>78703</u>							

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>12/22/2020</u>		<u>M</u>		<u>4,426</u>	<u>A</u>	<u>\$0.01</u>	<u>95,103</u>	<u>D</u>	

**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
<u>Stock Option (Right to Buy)</u>	<u>\$0.01</u>	<u>12/22/2020</u>		<u>M</u>		<u>4,426</u>		<u>(1)</u>	<u>05/31/2027</u>	<u>Common Stock</u>	<u>4,426</u>	<u>\$0.00</u>	<u>11,063</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$53.02</u>	<u>12/22/2020</u>		<u>A</u>		<u>14,608</u>		<u>(2)</u>	<u>12/22/2030</u>	<u>Common Stock</u>	<u>14,608</u>	<u>\$0.00</u>	<u>14,608</u>	<u>D</u>	

**Explanation of Responses:**

1. This option represents a right to purchase a total of 17,700 shares of the Issuer's common stock and will vest in equal monthly installments through May 22, 2021, subject to the Reporting Person's continued service to the Issuer.

2. This option represents a right to purchase a total of 14,608 shares of the Issuer's common stock, one quarter of which will vest on December 22, 2021, with the remaining three quarters vesting in equal monthly installments through December 22, 2024, subject to the Reporting Person's continued service to the Issuer.

**Remarks:**

Vice President of Finance and Corporate Strategy

/s/ Erin Ator Thomson,  
Attorney-in-fact for Andrew R. Neill 12/28/2020

\*\* 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.