

| 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>Beldegrun Arie</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Kronos Bio, Inc. [KRON]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/14/2020</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| C/O KRONOS BIO, INC. 1300 SO. EL CAMINO REAL, SUITE 300 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) SAN MATEO CA 94402 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | 182,866 | A | (1) | 438,703 | I | By Bellco Legacy II Trust ⁽²⁾ |
| Common Stock | 10/14/2020 | | C | | 240,872 | A | (1) | 679,575 | I | By Bellco Legacy II Trust ⁽²⁾ |
| Common Stock | 10/14/2020 | | C | | 685,750 | A | (1) | 685,750 | I | By Vida Ventures, LLC ⁽³⁾ |
| Common Stock | 10/14/2020 | | C | | 1,376,313 | A | (4) | 2,062,063 | I | By Vida Ventures, LLC ⁽³⁾ |
| Common Stock | 10/14/2020 | | C | | 253,251 | A | \$16.15 | 2,315,314 | I | By Vida Ventures, LLC ⁽³⁾ |

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 | | | | |
| Series Seed Preferred Stock | (1) | 10/14/2020 | | C | | 173,333 | | (1) | (1) | Common Stock | 182,866 | (1) | 0 | I | By Bellco Legacy II Trust ⁽²⁾ |
| Series A Preferred Stock | (1) | 10/14/2020 | | C | | 228,315 | | (1) | (1) | Common Stock | 240,872 | (1) | 0 | I | By Bellco Legacy II Trust ⁽²⁾ |
| Series Seed Preferred Stock | (1) | 10/14/2020 | | C | | 650,000 | | (1) | (1) | Common Stock | 685,750 | (1) | 0 | I | By Vida Ventures, LLC ⁽³⁾ |
| Series A Preferred Stock | (1) | 10/14/2020 | | C | | 1,304,563 | | (1) | (1) | Common Stock | 1,376,313 | (1) | 0 | I | By Vida Ventures, LLC ⁽³⁾ |
| Convertible Promissory Note | \$16.15 | 10/14/2020 | | C | | \$4,090,015.57 | | (4) | 02/20/2022 | Common Stock | 253,251 | \$0.00 | 0 | I | By Vida Ventures, LLC ⁽³⁾ |

Explanation of Responses:

- Each share of Series Seed Preferred Stock and Series A Preferred Stock (the "Preferred Stock") automatically converted into 1.055 shares of Common Stock upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
- The reporting person currently serves as the trustee of Bellco Legacy II Trust ("Bellco"). His wife, Dr. Rebecka Beldegrun, is the beneficiary of Bellco.
- VV Manager LLC is the manager of Vida Ventures, LLC ("Vida"). The Reporting Person is a Senior Managing Director of VV Manager LLC and may therefore be deemed to be the beneficial owner of the securities held by Vida.
- The convertible promissory note automatically converted into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

Remarks:

/s/ David Tanen, Attorney-in-Fact 10/16/2020

** 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.

