SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES Estimated average burden hours per response: 0.5

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

			01.50		5(1) 01	the investment company i		JI 10-40					
1. Name and Address of Reporting Person* Omega Fund V, L.P.			Requiring (Month/D	2. Date of Event Requiring Statement (Month/Day/Year) 10/08/2020		3. Issuer Name and Ticker or Trading Symbol <u>Kronos Bio, Inc.</u> [ KRON ]							
(Last) (First) (Middle) 888 BOYLSTON ST.						Officer (give					5. If Amendment, Date of Original Filed (Month/Day/Year)		
SUITE 1111								Other (specif					
(Street) BOSTON MA 02199				title below) below)				Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	-								Reporting Ferdori		
			Table I - No	on-De	erivat	ive Securities Bene	efic	ially Ov	ned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Inst 4)			irect direct		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Sto	ock					19,451		D(1	L)				
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)													
			Expiration Da	. Date Exercisable and xpiration Date /onth/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
			Date Exercisable			Title	Amo Nun Sha		Deriva	ative	ve Direct (D) or Indirect (I) (Instr. 5)	5)	
Series Seed Preferred Stock			(2)	(2)		Common Stock	1,	606,220	(2	2)	<b>D</b> <sup>(1)</sup>		
Series A Preferred Stock			(2)	(2)		Common Stock	1,	376,313	(2	2)	D <sup>(1)</sup>		
Convertible Promissory Note			(3)	02/20/2020		Common Stock	366,299		16.15		D <sup>(1)</sup>		
1. Name and A Omega Fi													
(Last) (First) (Middle) 888 BOYLSTON ST.													
SUITE 1111	L												
(Street) BOSTON MA 02199			02199										
(City)	(City) (State) (Zip)												
1. Name and A Omega Fi	-	-											
(Last) (First) (Midd 888 BOYLSTON ST. SUITE 1111			Middle)										
(Street) BOSTON MA 0219			02199										

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> Omega Fund V GP Manager, Ltd.							
(Last) 888 BOYLST SUITE 1111	(First) TON ST.	(Middle)					
(Street) BOSTON	МА	02199					
(City)	(State)	(Zip)					
1. Name and Ad Paster Ann	dress of Reporting . <u>e-Mari</u>	) Person <sup>*</sup>					
(Last) 888 BOYLST SUITE 1111	(First) TON ST.	(Middle)					
(Street) BOSTON	MA	02199					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> Nessi Claudio							
(Last) 888 BOYLST SUITE 1111	(First) TON ST.	(Middle)					
(Street) BOSTON	MA	02199					
(City)	(State)	(Zip)					
1. Name and Ad Stampacch	dress of Reporting <u>ia Otello</u>	JPerson*					
(Last) 888 BOYLST SUITE 1111	(First) TON ST.	(Middle)					
(Street) BOSTON	МА	02199					
(City)	(State)	(Zip)					

## Explanation of Responses:

1. Otello Stampacchia, a director of the Issuer, Claudio Nessi and Anne-Mari Paster are the directors of Omega Fund V GP Manager, Ltd. ("Omega Manager"), which is the sole general partner of Omega Fund V GP, L.P. ("Omega GP"), which is the sole general partner of Omega Fund V, L.P. ("Omega L.P."). Such individuals may be deemed to share voting and dispositive power over the shares held by Omega L.P. Such individuals, together with Omega GP and Omega Manager, disclaim beneficial ownership of the shares held by Omega L.P. except to the extent of their respective pecuniary interests therein.

2. Each share of Series Seed Preferred Stock and Series A Preferred Stock (the "Preferred Stock") is convertible into 1.055 shares of Common Stock. The Preferred Stock has no expiration date.

3. The convertible promissory note will automatically convert into shares of the Issuer's common stock upon the closing of the Issuer's first firm commitment underwritten initial public offering.

## **Remarks:**

<u>Omega Fund V, L.P., by</u> <u>Omega Fund V GP, L.P.,</u> <u>its general partner, by</u> <u>Omega Fund V GP</u> <u>Manager, Ltd., its general</u> 10/08/2020

<u>partner, /s/ Anne-Mari</u> <u>Paster, Director</u>	
<u>Omega Fund V GP, L.P.,</u> <u>by Omega Fund V GP</u> <u>Manager, Ltd., its general</u> <u>partner, /s/ Anne-Mari</u> <u>Paster, Director</u>	<u>10/08/2020</u>
<u>Omega Fund V GP</u> <u>Manager, Ltd., /s/ Anne-</u> <u>Mari Paster, Director</u>	<u>10/08/2020</u>
<u>/s/ Anne-Mari Paster</u>	<u>10/08/2020</u>
<u>/s/ Claudio Nessi</u>	<u>10/08/2020</u>
<u>/s/ Otello Stampacchia</u>	<u>10/08/2020</u>
** 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.