

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>MARTIN JOHN C</u> (Last) (First) (Middle) C/O KRONOS BIO, INC. 1300 SO. EL CAMINO REAL, SUITE 300 (Street) SAN MATEO CA 94402 (City) (State) (Zip)	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)
	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		914,333	A	(1)	914,333	I	See footnote ⁽²⁾
Common Stock	10/14/2020		C		756,971	A	(1)	1,671,304	I	See footnote ⁽²⁾
Common Stock	10/14/2020		C		205,260	A	\$16.15	1,876,564	I	See footnote ⁽²⁾
Common Stock	10/14/2020		P		75,800	A	\$19	1,952,364	I	See footnote ⁽²⁾

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		866,667	(1)	(1)	Common Stock	914,333	(1)	0	I	See footnote ⁽²⁾	
Series A Preferred Stock	(1)	10/14/2020		C		717,509	(1)	(1)	Common Stock	756,971	(1)	0	I	See footnote ⁽²⁾	
Convertible Promissory Note	\$16.15	10/14/2020		C		\$3,314,963.25	(3)	02/20/2022	Common Stock	205,260	\$0.00	0	I	See footnote ⁽²⁾	

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 securities are held by Nexus Development PA, LLC ("Nexus"). Dr. Martin currently serves as the President of Nexus. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- 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.

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