

| 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>Stampacchia Otello</u> (Last) (First) (Middle) 888 BOYLSTON ST. SUITE 1111 (Street) BOSTON MA 02199 (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 <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 | | 1,606,220 | A | (1) | 1,625,671 | I | By Omega Fund V, LP ⁽²⁾ |
| Common Stock | 10/14/2020 | | C | | 1,376,313 | A | (1) | 3,001,984 | I | By Omega Fund V, LP ⁽²⁾ |
| Common Stock | 10/14/2020 | | C | | 366,299 | A | \$16.15 | 3,368,283 | I | By Omega Fund V, LP ⁽²⁾ |
| Common Stock | 10/14/2020 | | P | | 450,000 | A | \$19 | 3,818,283 | I | By Omega Fund V, LP ⁽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 | | 1,522,484 | | (1) | (1) | Common Stock | 1,606,220 | (1) | 0 | I | By Omega Fund V, LP ⁽²⁾ |
| Series A Preferred Stock | (1) | 10/14/2020 | | C | | 1,304,563 | | (1) | (1) | Common Stock | 1,376,313 | (1) | 0 | I | By Omega Fund V, LP ⁽²⁾ |
| Convertible Promissory Note | \$16.15 | 10/14/2020 | | C | | \$5,915,729.63 | | (3) | 02/20/2022 | Common Stock | 366,299 | \$0.00 | 0 | I | By Omega Fund V, LP ⁽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 reporting person, 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 V Fund GP, L.P. ("Omega GP"), which is the sole general partner of Omega Fund V, L.P. ("Omega L.P."). The reporting person may be deemed to share voting and dispositive power over the shares held by Omega L.P. The reporting person, together with Omega GP and Omega Manager, disclaims beneficial ownership of the shares held by Omega L.P. except to the extent of his pecuniary interest therein.
- 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.