| SEC Form 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

| Check to Sec obligat Instruct | d pursu | T OF CHANGES IN BENEFICIAL OWNERSHIP pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | | | | OMB Number: 3235-0287 Estimated average burden hours per response: 0.5 | | | | | | |
|---|---|--|---------------------|--|-------------------|---|---------------------|---|--------------------|--------------------|--|--|--|---|---|---|---|--|--------------------------------|
| 1. Name a Canaar | 2. Is | 2. Issuer Name and Ticker or Trading Symbol Day One Biopharmaceuticals, Inc. [DAWN] | | | | | | | | | c all applic Directo | r r | 2 | erson(s) to I | wner | | | | |
| (Last) 285 RIV | | 3. Date of Earliest Transaction (Month/Day/Year) 09/16/2022 | | | | | | | | | Officer (give title Other (specify below) below) | | | | | | | | |
| (Street) WESTPORT CT 06880 | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing Line) Form filed by One Repor | | | porting Pers | son |
| (City) (State) (Zip) | | | | | | | | | | | | Person | | | | | | | |
| | | Table | 9 I - N | on-Deriva | ative | Secu | urities | s Ac | quire | d, Di | sposed of | , or B | enefi | cially | Owne | d | | | |
| 1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day | | | | | Exec if any | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | | Acquired (A) o (D) (Instr. 3, 4 a | | and 5) Securit Benefic Owned Reporte | | es ally Following | For (D) | wnership m: Direct or Indirect Instr. 4) | 7. Nature of Indirec Beneficia Ownershi (Instr. 4) | |
| | <u>Q</u> , 1 | | | 00/16/0 | 000 | | | | Code | v | Amount | (A) or (D) | | | Transact (Instr. 3 | and 4) | | D (2) | |
| Common | | | | 09/16/2 | | <u> </u> | | | S | - | 111,585 | D | | .53 ⁽¹⁾ | <u> </u> | 7,021 | ┝ | D ⁽²⁾ | |
| Common Stock09/16/20Common Stock09/19/20 | | | | | | | | _ | S S | <u> </u> | 3,722 76,725 | D D | <u> ·</u> | .04 ⁽³⁾ | | 3,299 6,574 | - | D ⁽²⁾ | |
| Common Stock 09/20/20 | | | | | - | - | | | s | <u> </u> | 146,404 | D | <u> </u> | 9.5 ⁽⁵⁾ | , | 0,170 | ┢ | D ⁽²⁾ | |
| Common Stock 09/20/20 | | | | | | 122 | | | | | 2,266 | D | - | \$20 .1 ⁽⁶⁾ | | 9,077,904 | | D ⁽²⁾ | |
| | | Та | ble II | | | | | | | | posed of, convertib | | | |) Dwned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Exect if any | beemed ution Date, / th/Day/Year) | | action (Instr. | | | Expiration D | | | 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) | Benefic Owners (Instr. 4 |
| | | | | | Code | v | (A) | (D) | Date Exerc | sable | Expiration Date | Title | Amour or Numbe of Shares | er | | | | | |
| | nd Address o <u>n XI L.P.</u> | f Reporting Person | * | | | | | | | | | | | | | | | | |
| (Last) 285 RIV | ERSIDE A | (First) VENUE, SUITE | | /liddle) | | | | | | | | | | | | | | | |
| (Street) WESTPORT CT 06880 | | | 6880 | | | | | | | | | | | | | | | | |
| (City) (State) (Z | | | Zip) | | | | | | | | | | | | | | | | |
| | | f Reporting Person [°] S XI LLC | * | | | | | | | | | | | | | | | | |
| (Last) 285 RIV | ERSIDE A | (First) VENUE, SUITE | | /liddle) | | | | | | | | | | | | | | | |
| (Street) WESTPORT | | CT 06 | | 6880 | | | | | | | | | | | | | | | |
| (City) | | (State) | (Z | Zip) | | | | | | | | | | | | | | | |
| 1. The price provide to th | e issuer, any s | ses: lumn 4 is a weighted ecurity holder of the i n this footnote. | average ssuer, o | e price. These r the staff of t | shares he Secu | were so urities a | old in m nd Excl | ultiple 1ange (| transact Commis | ions at sion, u | prices ranging pon request, fu | from \$2 11 inform | 0.98 - \$ nation re | 21.97, i garding | nclusive. T the numbe | The Report er of shares | ing Pe s sold | ersons undert at each sepa | ake to rate price |

2. These shares are held directly by Canaan XI L.P. (the "Canaan Fund"). Canaan Partners XI LLC ("Canaan XI") is the sole general partner of the Canaan Fund and may be deemed to have sole voting,

investment and dispositive power with respect to the shares held by the Canaan Fund. Canaan XI disclaims Section 16 beneficial ownership of the securities held by the Canaan Fund, except to the extent of its pecuniary interest therein, if any.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.98 - \$22.28, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.22 - \$21.07, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.06 - \$19.85, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.06 - \$20.15, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

 Canaan XI L.P., By: Canaan

 Partners XI LLC, its general

 partner, By: /s/ Nancy

 Levenson, Attorney-in-Fact

 Canaan Partners XI LLC, By:

 /s/ Nancy Levenson, Attorney

 09/20/2022

 in-Fact

** 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.