SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

(Street)

LEXINGTON

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02421

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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				or Sect	ion 30(l	h) of the I	nvestr	ment Compa	ny Act o	f 1940					
1. Name and Address of Reporting Person* <u>TAKEDA PHARMACEUTICAL CO</u> <u>LTD</u>					2. Issuer Name and Ticker or Trading Symbol Day One Biopharmaceuticals, Inc. [DAWN]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify			
									below		below)	specily			
(Last) (First) (Middle) 1-1, NIHONBASHI-HONCHO 2-CHOME				3. Date of Earliest Transaction (Month/Day/Year) 12/07/2021											
(Street)				4. If Am	nendme	nt, Date	of Orig	jinal Filed (M	1onth/Da	6. Individual or Joint/Group Filing (Check Applicable					
(Street) CHUO-KU, M0 103-8668 TOKYO									Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City) (State) (Zip)															
		Table	e I - Non-Deriva	ative Se	curit	ies Aco	quire	d, Dispo	sed of	, or Bene	ficially Own	ed			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownersh Form: Direc (D) or Indirect (I) (Instr. 4)	t Beneficia	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock			12/07/2021			S		128,745	D	\$18.43(1)	6,288,652	I		planation oonses ⁽²⁾	
Common Stock			12/07/2021			s		58,190	D	\$19.5 ⁽⁵⁾	6,230,462	I		planation oonses ⁽²⁾	
Common Stock			12/08/2021			S		110,338	D	\$18.03(6	6,120,124	I		planation oonses ⁽²⁾	
		Та	ble II - Derivat (e.g., pi							or Benefi le securit		ł			
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. Transact Code (Ins 8)	ion o str. D A (/ D o (I	. Number	6. Da Expi	ate Exercisat ration Date nth/Day/Year)	le and	7. Title and Amount of Securities Underlying Derivative Security (In 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	, (J	A) (D)	Date Exer	Ex cisable Da	piration te	Amo or Num of Title Shar	ber				
1. Name and Address of Reporting Person* <u>TAKEDA PHARMACEUTICAL CO LTD</u>															
(Last) (First) (Middle) 1-1, NIHONBASHI-HONCHO 2-CHOME															
(Street) CHUO- TOKYC		M0	103-8668												
(City)		(State)	(Zip)												
1. Name and Address of Reporting Person [*] Takeda Pharmaceuticals U.S.A., Inc.															
(Last) (First) (Middle) 95 HAYDEN AVENUE															

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* MILLENNIUM PHARMACEUTICALS INC							
(Last) 40 LANDSDOWN	(First) NE STREET	(Middle)					
(Street) CAMBRIDGE	МА	02139					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Takeda Ventures, Inc.							
(Last) (First) (Middle) 9625 TOWNE CENTRE DRIVE							
(Street) SAN DIEGO	СА	92121					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$18.00 to \$18.97. Information regarding the number of shares sold at each separate price will be provided upon request by the Staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer.

2. This statement is being filed jointly by Takeda Pharmaceutical Company Limited, Takeda Pharmaceuticals U.S.A. Inc., Millennium Pharmaceuticals, Inc. and Takeda Ventures, Inc.

3. Takeda Pharmaceutical Company Limiteds beneficial ownership of the reported securities is comprised of 6,062,900 shares of Common Stock held by Millennium Pharmaceuticals, Inc. and 57,224 shares of Common Stock held by Takeda Ventures, Inc. Millennium Pharmaceuticals, Inc. and Takeda Ventures, Inc. are each direct, wholly owned subsidiaries of Takeda Pharmaceuticals U.S.A. Inc., which is a direct subsidiary of Takeda Pharmaceutical Company Limited (72.70%) and Takeda Pharmaceuticals International AG (27.3%).

4. Takeda Pharmaceuticals International AG is a direct, wholly owned subsidiary of Takeda Pharmaceutical Company Limited. Each of Takeda Pharmaceutical Company Limited and Takeda Pharmaceuticals U.S.A. Inc. may be deemed to share voting and dispositive power over the shares held by Takeda Ventures, Inc. and Millennium Pharmaceuticals, Inc. Each of Takeda Pharmaceutical Company Limited and Takeda Pharmaceuticals U.S.A. Inc. may be deemed to share voting and dispositive power over the shares held by Takeda Ventures, Inc. and Millennium Pharmaceuticals, Inc. Each of Takeda Pharmaceutical Company Limited and Takeda Pharmaceuticals U.S.A. Inc. disclaims beneficial ownership of the shares held by Takeda Ventures, Inc. and Millennium Pharmaceuticals, Inc. except to the extent of their pecuniary interests therein.

5. Reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$19.00 to \$19.88. Information regarding the number of shares sold at each separate price will be provided upon request by the Staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer.

6. Reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$18.00 to \$18.47. Information regarding the number of shares sold at each separate price will be provided upon request by the Staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer.

Remarks:

/s/ Yoshihiro Nakagawa, Corporate Officer, Global General Counsel of Takeda Pharmaceutical Company Limited	<u>12/09/2021</u>
<u>/s/ Paul Sundberg, Assistant</u> <u>Secretary of Takeda</u> <u>Pharmaceuticals U.S.A., Inc.</u>	<u>12/09/2021</u>
<u>/s/ Paul Sundberg, Attorney-</u> in-Fact for Millennium Pharmaceuticals, Inc.	<u>12/09/2021</u>
<u>/s/ Michael Martin, President</u> of Takeda Ventures, Inc. ** Signature of Reporting Person	<u>12/09/2021</u> 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.