SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
York Charles N II	Day One Biopharmaceuticals, Inc. [DAWN]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle) 395 OYSTER POINT BLVD, SUITE 217	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022	COO, CFO and Secretary
(Street) SOUTH SAN FRANCISCO CA 94080	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person / Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	08/15/2022		M		4,125	A	$0.00	325,490	D	
Common Stock	08/16/2022		S		1,089[(1)]	D	$24.31	324,401	D	

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				
Restricted Stock Units	[(2)]	08/15/2022		M			4,125	[(3)]	01/17/2032	Common Stock	4,125	$0.00	17,875	D	

Explanation of Responses:

1. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the settlement of restricted stock units ("RSUs").

2. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement.

3. The RSUs will vest as to 1/12 of the total award in quarterly installments on February 15th, May 15th, August 15th, and November 15th, subject to the Reporting Person's continued service to the Issuer on each vesting date.

Remarks:

/s/ Charles N. York II   08/17/2022

** Signature of Reporting Person   Date