SEC Form 5

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 4 Transac	tions Reported.	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 [*] Bender Jeremy			2. Issuer Name and Ticker or Trading Symbol Day One Biopharmaceuticals, Inc. [DAWN]		ationship of Reporting Po (all applicable) Director Officer (give title	10% Owner Other (specify
	(Last) (First) (Middle) 2000 SIERRA POINT PARKWAY, SUITE 501		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2022		below) Chief Executiv	below) e Officer
(Street) BRISBANE	СА	94005	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re	
(City)	(State)	(Zip)			Form filed by More th Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	03/31/2022		G	281,574 ⁽¹⁾	D	\$0.00	1,192,424	D	
Common Stock	03/31/2022		G	281,574 ⁽¹⁾	A	\$0.00	281,574	Ι	See Footnote ⁽²⁾
Common Stock	03/31/2022		G	281,574 ⁽¹⁾	D	\$0.00	1,192,424	D	
Common Stock	03/31/2022		G	281,574 ⁽¹⁾	A	\$0.00	281,574	Ι	See Footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number of 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 10. Ownership 11. Nature of Indirect 2. Conversion Transaction (Month/Dav/Year) Code (Instr. 8) Derivative Form: Security or Exercise if anv (Month/Day/Year) Securities Security Securities Beneficial (Instr. 3) Price of (Month/Day/Year) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership Derivative Acquired Derivative Owned or Indirect (Instr. 4) (A) or Disposed of (D) (I) (Instr. 4) Security (Instr. 3 and 4) Following Reported Security Transaction(s) (Instr. 3, 4 (Instr. 4) and 5) Amount or Number Date Expiration Title (D) Exercisable (A) Date Shares

Explanation of Responses:

1. Represents shares of the Issuer's Common Stock that the Reporting Person transferred as a bona fide gift for no consideration

2. Represents shares held by The Jeremy Bender 2022 Grantor Retained Annuity Trust under Irrevocable Trust Agreement dated March 29, 2022 of which the Reporting Person is trustee.

3. Represents shares held by The Melissa Bender 2022 Grantor Retained Annuity Trust under Irrevocable Trust Agreement dated March 29, 2022 of which the Reporting Person's spouse is trustee.

Remarks:

/s/ Charles N. York II, Attorney-in-Fact

02/13/2023

** 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.