

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Bender Jeremy</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Day One Biopharmaceuticals, Inc. [DAWN]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2024</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>2000 SIERRA POINT PARKWAY, SUITE 501</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| <u>BRISBANE</u> | <u>CA</u> | <u>94005</u> | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| <p>Rule 10b5-1(c) Transaction Indication</p> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | |

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 | 05/15/2024 | | M | | 3,562 | A | (1) | 646,164 | D | |
| Common Stock | 05/15/2024 | | M | | 4,750 | A | (1) | 650,914 | D | |
| Common Stock | 05/15/2024 | | M | | 11,687 | A | (1) | 662,601 | D | |
| Common Stock | 05/16/2024 | | S ⁽²⁾ | | 7,873 | D | \$16.0787 | 654,728 | D | |
| Common Stock | | | | | | | | 221,837 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | | | | 300,025 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | | | 251,636 | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | | | | 270,226 | I | See footnote ⁽⁶⁾ |

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 |
| Restricted Stock Unit (RSU) | (1) | 05/15/2024 | | M | | 3,562 | | (7) | (7) | Common Stock | 3,562 | \$0 | 21,380 | D | |
| Restricted Stock Unit (RSU) | (1) | 05/15/2024 | | M | | 4,750 | | (7) | (7) | Common Stock | 4,750 | \$0 | 47,500 | D | |
| Restricted Stock Unit (RSU) | (1) | 05/15/2024 | | M | | 11,687 | | (7) | (7) | Common Stock | 11,687 | \$0 | 163,626 | D | |

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock upon settlement for no consideration.
- The sale of shares is for the sole purpose of covering the Reporting Person's tax liability with respect to the settlement of RSUs.
- 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.
- Represents shares held by The Jeremy Bender 2023 Grantor Retained Annuity Trust dated June 27, 2023.
- 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.
- Represents shares held by The Melissa Bender 2023 Grantor Retained Annuity Trust, dated June 27, 2023.
- The RSUs will vest as to 1/16th of the total award in quarterly installments on February 15, May 15, August 15 and November 15, subject to the Reporting Person's provision of service to the Issuer on each vesting date.

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

05/17/2024

** 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.