FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

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

								,				ipaily / lot								
Name and Address of Reporting Person* EHRLICH JASON					2. Issuer Name and Ticker or Trading Symbol Kodiak Sciences Inc. [KOD]										Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 2631 HANOVER STREET						3. Date of Earliest Transaction (Month/Day/Year) 10/23/2020											r (give title		Other (s below)	· I
(Street) PALO ALTO CA 94304					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										5. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person				
(City)	(S	tate)	(Zip)													Form filed by More than One Reporting Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar) i	2A. Deemed Execution Date, if any (Month/Day/Year)		, Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				Benefic Owned	es Fo ially (D) Following (I)		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
								·	Code	,	Amount	0	(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)	
Common Stock				10/23	3/2020					M		7,500		A	\$10.2	50,343			D	
Common Stock				10/23	3/2020					S ⁽¹⁾		7,500 I		D	\$86.2	5 42	42,843		D	
		Т	able II -									sed of onverti				Owned		,	,	
1. Title of Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemdexecution if any (Month/Da	Date,	4. Transactio Code (Inst				Exp	6. Date Exercisa 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 derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Dat Exe	te ercisable		xpiration ate	Title	1	Amount or Number of Shares					
Stock Option (Right to Buy)	\$10.29	10/23/2020			М			7,500		(2)	08	8/29/2028	Comi		7,500	\$0.00	353,12	5	D	

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan.
- $2. \ Twenty-five percent of the shares subject to the option vested on September 1, 2019 and 1/48 th of the shares subject to the option vest on the same day of each month thereafter.$

Remarks:

Chief Medical Officer and Chief Development Officer

/s/ Carlton Fleming, Attorneyin-Fact for Jason Ehrlich 10/27/2020

** 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.