

| 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>BORGESON JOHN A.</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Kodiak Sciences Inc. [KOD]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ See Remarks | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2024</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>1200 PAGE MILL ROAD</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | <u>PALO ALTO</u> | <u>CA</u> | <u>94304</u> | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication <input checked="" 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 | 06/15/2024 | | M | | 5,494 | A | (1) | 185,038 | D | |
| Common Stock | 06/17/2024 | | s(2) | | 2,874 | D | \$2.75 | 182,164 | 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 |
| Restricted Stock Units | (1) | 06/15/2024 | | M | | | 3,619 | (3) | (3) | Common Stock | 3,619 | \$0 | 0 | D | |
| Restricted Stock Units | (1) | 06/15/2024 | | M | | | 1,875 | (4) | (4) | Common Stock | 1,875 | \$0 | 1,875 | D | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one (1) share of the Issuer's common stock.
- The sale reported on this Form 4 represents shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of the RSUs on June 15, 2024. The sale satisfies the tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person. The sale is intended to comply with the requirements of Rule 10b5-1(c)(1) under the Exchange Act and be interpreted to meet the requirements of Rule 10b5-1(c).
- One-fourth (1/4th) of the RSUs vest on each of the first four anniversaries of June 15, 2020, subject to the Reporting Person's status as a Service Provider (as defined in the 2018 Equity Incentive Plan) on each vesting date.
- One-fourth (1/4th) of the RSUs vest on each of the first four anniversaries of June 15, 2021, subject to the Reporting Person's status as a Service Provider (as defined in the 2018 Equity Incentive Plan) on each vesting date.

Remarks:

Executive Vice President and Chief Financial Officer

/s/ David Peinsipp, Attorney-in-Fact for John A. Borgeson 06/18/2024

** 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.