

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>BAKER BROS. ADVISORS LP</u>  (Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR  (Street) NEW YORK NY 10014  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2018	3. Issuer Name and Ticker or Trading Symbol <u>Kodiak Sciences Inc. [ KOD ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred	(1)	(1)	Common Stock	372,792	(1)	I	See footnotes <sup>(2)(10)(11)</sup>
Series B Preferred	(1)	(1)	Common Stock	4,627,208	(1)	I	See footnotes <sup>(3)(10)(11)</sup>
Secured Bridge Notes 30% 12/1/2020	(4)	12/01/2020	Series B Preferred	58,989	5 <sup>(4)</sup>	I	See footnotes <sup>(5)(10)(11)</sup>
Secured Bridge Notes 30% 12/1/2020	(4)	12/01/2020	Series B Preferred	732,198	5 <sup>(4)</sup>	I	See footnotes <sup>(6)(10)(11)</sup>
Series B Preferred Warrant (Right to Buy)	(7)	08/11/2022	Series B Preferred	11,184	(7)	I	See footnotes <sup>(8)(10)(11)</sup>
Series B Preferred Warrant (Right to Buy)	(7)	08/11/2022	Series B Preferred	138,816	(7)	I	See footnotes <sup>(9)(10)(11)</sup>

1. Name and Address of Reporting Person\*  
BAKER BROS. ADVISORS LP  
 (Last) (First) (Middle)  
 860 WASHINGTON STREET  
 3RD FLOOR  
 (Street)  
 NEW YORK NY 10014  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
667, L.P.  
 (Last) (First) (Middle)  
 860 WASHINGTON STREET, 3RD FLOOR  
 (Street)  
 NEW YORK NY 10014  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Baker Bros. Advisors (GP) LLC  
 (Last) (First) (Middle)

860 WASHINGTON STREET  
3RD FLOOR

(Street)

NEW YORK NY 10014

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Baker Brothers Life Sciences LP](#)

(Last)

(First)

(Middle)

860 WASHINGTON STREET  
3RD FLOOR

(Street)

NEW YORK NY 10014

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BAKER FELIX](#)

(Last)

(First)

(Middle)

860 WASHINGTON STREET  
3RD FLOOR

(Street)

NEW YORK NY 10014

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[BAKER JULIAN](#)

(Last)

(First)

(Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City)

(State)

(Zip)

#### Explanation of Responses:

1. These securities consist of Series B Preferred Stock ("Series B Preferred") of Kodiak Sciences Inc. (the "Issuer") which are convertible into the Issuer's common stock ("Common Stock") on a 1 for 1 basis (the "Series B Preferred Conversion Ratio") at any time at the option of the holder and will automatically convert into Common Stock at the Series B Preferred Conversion Ratio into the number of shares of Common Stock shown in column 3 without payment or further consideration upon closing of the initial public offering of the Issuer ("IPO"). The Series B Preferred have no expiration date.
2. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 372,792 shares of Series B Preferred held directly by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
3. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 4,627,208 shares of Series B Preferred held directly by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
4. These securities consist of Secured 30% Bridge Notes with a maturity date of December 1, 2020 ("Secured Bridge Notes") of the Issuer which are convertible into Series B Preferred at a conversion price of \$5.00 (the "Secured Note Conversion Price") at any time at the option of the holder after January 31, 2018, into the number of shares of Series B Preferred shown in column 3 without payment or further consideration and will automatically convert into Common Stock at the Secured Note Conversion Price upon closing of the initial public offering of the Issuer ("IPO").
5. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 58,989 shares of Series B Preferred held directly by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
6. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 732,198 shares of Series B Preferred held directly by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
7. These securities consist of Warrants to purchase Series B Preferred which are exercisable into Series B Preferred on a 1 for 1 basis (the "Series B Warrant Conversion Ratio") at any time at the option of the holder into the number of shares of Series B Preferred shown in column 3 without payment or further consideration and will automatically convert into warrants exercisable into Common Stock on a 1 for 1 basis upon closing upon closing of the IPO. The Series B Warrants are exercisable immediately.
8. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 11,184 shares of Series B Preferred held directly by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
9. As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 138,816 shares of Series B Preferred held directly by Life Sciences, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
10. Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. The Adviser GP is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds.
11. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

#### Remarks:

Felix J. Baker, a managing member of Baker Bros. Advisors (GP) LLC is a director of Kodiak Sciences Inc. (the "Issuer"). By virtue of his representation on the Board of Directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputation of the Issuer.

By: Baker Bros. Advisors LP,  
Name: Scott L. Lessing, Title: 10/03/2018  
President /s/ Scott L. Lessing  
Baker Bros. Advisors LP,  
Mgmt. Co. and Inv. Adviser to  
667, L.P., pursuant to authority  
granted by Baker Biotech 10/03/2018  
Capital, L.P., GP to 667, L.P.  
Name: Scott L. Lessing, Title:  
President /s/ Scott L. Lessing  
By: Baker Bros. Advisors (GP)  
LLC, Name: Scott L. Lessing, 10/03/2018  
Title: President /s/ Scott L.  
Lessing  
Baker Bros. Advisors LP,  
Mgmt. Co. and Inv. Adviser to  
BAKER BROTHERS LIFE  
SCIENCES, L.P., pursuant to  
authority granted by Baker 10/03/2018  
Brothers Life Sciences Capital,  
L.P., GP to Baker Brothers Life  
Sciences, L.P., Name: Scott L.  
Lessing, Title: President /s/  
/s/ Felix J. Baker 10/03/2018  
/s/ Julian C. Baker 10/03/2018  
 \*\* 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 5 (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.

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