

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>ENGLEMAN EDGAR</u>  (Last) (First) (Middle) C/O BOLT BIOTHERAPEUTICS, INC. 900 CHESAPEAKE DRIVE  (Street) REDWOOD CITY CA 94063  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bolt Biotherapeutics, Inc. [ BOLT ]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/09/2021		C		1,092,080	A	(1)	1,117,184	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	02/09/2021		C		317,922	A	(3)	1,435,106	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	02/09/2021		C		345,568	A	(4)	1,780,674	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	02/09/2021		X		40,953	A	\$0.07	1,821,627	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	02/09/2021		S <sup>(5)</sup>		144	D	\$20	1,821,483	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	02/09/2021		P		175,733	A	\$20	1,997,216	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Common Stock	02/09/2021		C		150,802	A	(1)	154,268	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Common Stock	02/09/2021		C		43,901	A	(3)	198,169	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Common Stock	02/09/2021		C		47,718	A	(4)	245,887	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Common Stock	02/09/2021		X		5,655	A	\$0.07	251,542	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>

**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	02/09/2021		S	(7)	20	D	\$20	251,522	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Common Stock	02/09/2021		P		24,267	A	\$20	275,789	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Common Stock								577,425	I	By Engleman Family Trust <sup>(8)</sup>
Common Stock								321,428	I	By The Erik Nathan Engleman Irrevocable Trust dated December 06, 2012 <sup>(9)</sup>
Common Stock								321,428	I	By The Jason Engleman Irrevocable GST Trust dated December 06, 2012 <sup>(10)</sup>

**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	Amount or Number of Shares				
Series B Preferred Stock	(1)	02/09/2021		C		1,092,080		(1)	(1)	Common Stock	1,092,080	\$0.00	0	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Series C-1 Preferred Stock	(3)	02/09/2021		C		317,922		(3)	(3)	Common Stock	317,922	\$0.00	0	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Series C-2 Preferred Stock	(4)	02/09/2021		C		345,568		(4)	(4)	Common Stock	345,568	\$0.00	0	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Warrant (Right to Buy)	\$0.07	02/09/2021		X		40,953		(11)	07/26/2028	Common Stock	40,953	\$0.00	0	I	By Vivo Capital Fund VIII, L.P. <sup>(2)</sup>
Series B Preferred Stock	(1)	02/09/2021		C		150,802		(1)	(1)	Common Stock	150,802	\$0.00	0	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Series C-1 Preferred Stock	(3)	02/09/2021		C		43,901		(3)	(3)	Common Stock	43,901	\$0.00	0	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Series C-2 Preferred Stock	(4)	02/09/2021		C		47,718		(4)	(4)	Common Stock	47,718	\$0.00	0	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>
Warrant (Right to Buy)	\$0.07	02/09/2021		X		5,655		(11)	07/26/2028	Common Stock	5,655	\$0.00	0	I	By Vivo Capital Surplus Fund VIII, L.P. <sup>(6)</sup>

**Explanation of Responses:**

1. The Series B Preferred Stock automatically converted into shares of Common Stock of the Issuer on a 1:1 basis immediately upon closing of the Issuer's initial public offering (the "IPO") and had no expiration date.

2. The securities reported herein are held of record by Vivo Capital Fund VIII, L.P. Vivo Capital VIII, LLC is the general partner of Vivo Capital Fund VIII, L.P. The Reporting Person is one of three voting members of Vivo Capital VIII, LLC and may be deemed to have shared voting and dispositive power over the shares held by Vivo Capital Fund VIII, L.P. The Reporting Person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein.
3. The Series C-1 Preferred Stock automatically converted into shares of Common Stock of the Issuer on a 1:1 basis immediately upon closing of the Issuer's IPO and had no expiration date.
4. The Series C-2 Preferred Stock automatically converted into shares of Common Stock of the Issuer on a 1:1 basis immediately upon closing of the Issuer's IPO and had no expiration date.
5. Upon closing of the Issuer's IPO, Vivo Capital Fund VIII, L.P. exercised a warrant to purchase 40,953 shares of the Issuer's Common Stock at an exercise price per share of \$0.07. Vivo Capital Fund VIII, L.P. paid the exercise price on a cashless basis, resulting in the Issuer withholding 144 share subject to the warrant in order to pay the exercise price and issuing to Vivo Capital Fund VIII, L.P. the remaining 40,809 shares of Common Stock.
6. The securities reported herein are held of record by Vivo Capital Surplus Fund VIII, L.P. Vivo Capital VIII, LLC is the general partner of Vivo Capital Surplus Fund VIII, L.P. The Reporting Person is one of three voting members of Vivo Capital VIII, LLC and may be deemed to have shared voting and dispositive power over the shares held by Vivo Capital Surplus Fund VIII, L.P. The Reporting Person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein.
7. Upon closing of the Issuer's IPO, Vivo Capital Surplus Fund VIII, L.P. exercised a warrant to purchase 5,655 shares of the Issuer's Common Stock at an exercise price per share of \$0.07. Vivo Capital Surplus Fund VIII, L.P. paid the exercise price on a cashless basis, resulting in the Issuer withholding 20 share subject to the warrant in order to pay the exercise price and issuing to Vivo Capital Surplus Fund VIII, L.P. the remaining 5,635 shares of Common Stock.
8. The Reporting Person is trustee of the Engleman Family Trust.
9. The Reporting Person's spouse is trustee of The Erik Nathan Engleman Irrevocable Trust dated December 06, 2012.
10. The Reporting Person's spouse is trustee of The Jason Engleman Irrevocable GST Trust dated December 06, 2012.
11. The shares subject to this warrant were fully vested prior to exercise.

**Remarks:**

[/s/ Brian Woodard, Attorney-in-Fact](#) [02/09/2021](#)

\*\* 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.

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