

| OMB APPROVAL | |
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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

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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Vivo Capital VIII, LLC</u> (Last) (First) (Middle) 192 LYTTON AVENUE (Street) PALO ALTO CA 94301 (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) 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) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) | 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 | | 944,056 | A | (1) | 958,341 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Common Stock | 02/09/2021 | | C | | 472,296 | A | (3) | 1,430,637 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Common Stock | 02/09/2021 | | X | | 17,711 | A | \$0.07 | 1,448,348 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Common Stock | 02/09/2021 | | S ⁽⁴⁾ | | 62 | D | \$20 | 1,448,286 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Common Stock | 02/09/2021 | | C | | 1,092,080 | A | (3) | 1,117,184 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Common Stock | 02/09/2021 | | C | | 317,922 | A | (6) | 1,435,106 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Common Stock | 02/09/2021 | | C | | 345,568 | A | (7) | 1,780,674 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Common Stock | 02/09/2021 | | X | | 40,953 | A | \$0.07 | 1,821,627 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Common Stock | 02/09/2021 | | S ⁽⁸⁾ | | 144 | D | \$20 | 1,821,483 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Common Stock | 02/09/2021 | | P | | 175,733 | A | \$20 | 1,997,216 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Common Stock | 02/09/2021 | | C | | 150,802 | A | (3) | 154,268 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Common Stock | 02/09/2021 | | C | | 43,901 | A | (6) | 198,169 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |

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 | | 47,718 | A | (7) | 245,887 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Common Stock | 02/09/2021 | | X | | 5,655 | A | \$0.07 | 251,542 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Common Stock | 02/09/2021 | | S ⁽¹⁰⁾ | | 20 | D | \$20 | 251,522 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Common Stock | 02/09/2021 | | P | | 24,267 | A | \$20 | 275,789 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Common Stock | 02/09/2021 | | P | | 150,000 | A | \$20 | 150,000 | I | By Vivo Opportunity Fund, L.P. ⁽¹¹⁾ |

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 A-1 Preferred Stock | (1) | 02/09/2021 | | C | | | 944,056 | (1) | (1) | Common Stock | 944,056 | \$0.00 | 0 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Series B Preferred Stock | (3) | 02/09/2021 | | C | | | 472,296 | (3) | (3) | Common Stock | 472,296 | \$0.00 | 0 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Warrant (Right to Buy) | \$0.07 | 02/09/2021 | | X | | | 17,711 | (12) | 07/26/2028 | Common Stock | 17,711 | \$0.00 | 0 | I | By Vivo PANDA Fund, L.P. ⁽²⁾ |
| Series B Preferred Stock | (3) | 02/09/2021 | | C | | | 1,092,080 | (3) | (3) | Common Stock | 1,092,080 | \$0.00 | 0 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Series C-1 Preferred Stock | (6) | 02/09/2021 | | C | | | 317,922 | (6) | (6) | Common Stock | 317,922 | \$0.00 | 0 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Series C-2 Preferred Stock | (7) | 02/09/2021 | | C | | | 345,568 | (7) | (7) | Common Stock | 345,568 | \$0.00 | 0 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Warrant (Right to Buy) | \$0.07 | 02/09/2021 | | X | | | 40,953 | (12) | 07/26/2028 | Common Stock | 40,953 | \$0.00 | 0 | I | By Vivo Capital Fund VIII, L.P. ⁽⁵⁾ |
| Series B Preferred Stock | (3) | 02/09/2021 | | C | | | 150,802 | (3) | (3) | Common Stock | 150,802 | \$0.00 | 0 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Series C-1 Preferred Stock | (6) | 02/09/2021 | | C | | | 43,901 | (6) | (6) | Common Stock | 43,901 | \$0.00 | 0 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |
| Series C-2 Preferred Stock | (7) | 02/09/2021 | | C | | | 47,718 | (7) | (7) | Common Stock | 47,718 | \$0.00 | 0 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |

**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 | | | | |
| Warrant (Right to Buy) | \$0.07 | 02/09/2021 | | X | | | 5,655 | (12) | 07/26/2028 | Common Stock | 5,655 | \$0.00 | 0 | I | By Vivo Capital Surplus Fund VIII, L.P. ⁽⁹⁾ |

1. Name and Address of Reporting Person*
[Vivo Capital VIII, LLC](#)

(Last) (First) (Middle)
 192 LYTTON AVENUE

(Street)
 PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Vivo Capital Fund VIII, L.P.](#)

(Last) (First) (Middle)
 192 LYTTON AVENUE

(Street)
 PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Vivo Capital Surplus Fund VIII, L.P.](#)

(Last) (First) (Middle)
 192 LYTTON AVENUE

(Street)
 PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Vivo Panda Fund, L.P.](#)

(Last) (First) (Middle)
 192 LYTTON AVENUE

(Street)
 PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Vivo Panda, LLC](#)

(Last) (First) (Middle)
 192 LYTTON AVENUE

(Street)
 PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Vivo Opportunity Fund, L.P.](#)

(Last) (First) (Middle)
 192 LYTTON AVENUE

| | | | |
|--|-----------|----------|-------|
| (Street) | PALO ALTO | CA | 94301 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| <u>Vivo Opportunity, LLC</u> | | | |
| (Last) | (First) | (Middle) | |
| 192 LYTTON AVENUE | | | |
| (Street) | PALO ALTO | CA | 94301 |
| (City) | (State) | (Zip) | |

Explanation of Responses:

- The Series A-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 initial public offering (the "IPO") and had no expiration date.
- The securities reported herein are held of record by Vivo PANDA Fund, L.P. ("Vivo LP"). Vivo Panda, LLC ("Vivo LLC") is the sole general partner of Vivo LP. Mahendra G. Shah, Ph.D. is one of four voting members of Vivo LLC.
- 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 IPO and had no expiration date.
- Upon closing of the Issuer's IPO, Vivo LP exercised a warrant to purchase 17,711 shares of the Issuer's Common Stock at an exercise price per share of \$0.07. Vivo LP paid the exercise price on a cashless basis, resulting in the Issuer withholding 62 share subject to the warrant in order to pay the exercise price and issuing to Vivo LP the remaining 17,649 shares of Common Stock.
- 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. Edgar Engleman is one of three voting members of Vivo Capital VIII, LLC.
- 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.
- 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.
- 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.
- 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 Fund VIII, L.P. Edgar Engleman is one of three voting members of Vivo Capital VIII, LLC.
- 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.
- The shares are held of record by Vivo Opportunity Fund, L.P. (VOF). Vivo Opportunity, LLC is the general partner of VOF and has four managing members.
- The shares subject to this warrant were fully vested prior to exercise.

Remarks:

Vivo Capital VIII, LLC, By: /s/
Frank Kung, Ph.D., Managing Member 02/09/2021

Vivo Capital Fund VIII, L.P.,
By: Vivo Capital VIII, LLC, its
general partner, By: /s/ Frank
Kung, Ph.D., Managing Member 02/09/2021

Vivo Capital Surplus Fund VIII,
L.P., By: Vivo Capital VIII,
LLC, its general partner, By: /s/
Frank Kung, Ph.D., Managing
Member 02/09/2021

Vivo PANDA Fund, L.P., By:
Vivo Panda, LLC, its general
partner, By: /s/ Mahendra Shah,
Ph.D., Managing Member 02/09/2021

Vivo Panda, LLC, By: /s/
Mahendra Shah, Ph.D.,
Managing Member 02/09/2021

Vivo Opportunity Fund, L.P.,
By: Vivo Opportunity, LLC, its
general partner, By: /s/ Frank
Kung, Ph.D., Managing Member 02/09/2021

Vivo Opportunity, LLC, By: /s/
Frank Kung, Ph.D., Managing
Member 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.

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.