

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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) <u>C/O BOLT BIOTHERAPEUTICS, INC.</u> <u>900 CHESAPEAKE DRIVE</u> (Street) <u>REDWOOD CA 94063</u> <u>CITY</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/04/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Bolt Biotherapeutics, Inc. [BOLT]</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 checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Common Stock	577,425	I	By Engleman Family Trust ⁽¹⁾
Common Stock	321,428	I	By The Erik Nathan Engleman Irrevocable Trust dated December 06, 2012 ⁽²⁾
Common Stock	321,428	I	By The Jason Engleman Irrevocable GST Trust dated December 06, 2012 ⁽³⁾
Common Stock	25,104	I	By Vivo Capital Fund VIII, L.P. ⁽⁴⁾
Common Stock	3,466	I	By Vivo Capital Surplus Fund VIII, L.P. ⁽⁵⁾

**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 Seed Preferred Stock	(6)	(6)	Common Stock	57,946	0.00	I	By Engleman Family Trust ⁽¹⁾
Series B Preferred Stock	(7)	(7)	Common Stock	1,092,080	0.00	I	By Vivo Capital Fund VIII, L.P. ⁽⁴⁾
Series C-1 Preferred Stock	(8)	(8)	Common Stock	317,922	0.00	I	By Vivo Capital Fund VIII, L.P. ⁽⁴⁾
Series C-2 Preferred Stock	(9)	(9)	Common Stock	345,568	0.00	I	By Vivo Capital Fund VIII, L.P. ⁽⁴⁾

**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			
Warrant (Right to Buy)	(10)	07/26/2028 ⁽¹¹⁾	Common Stock	40,953	0.00	I	By Vivo Capital Fund VIII, L.P. ⁽⁴⁾
Series B Preferred Stock	(7)	(7)	Common Stock	150,802	0.00	I	By Vivo Capital Surplus Fund VIII, L.P. ⁽⁵⁾
Series C-1 Preferred Stock	(8)	(8)	Common Stock	43,901	0.00	I	By Vivo Capital Surplus Fund VIII, L.P. ⁽⁵⁾
Series C-2 Preferred Stock	(9)	(9)	Common Stock	47,718	0.00	I	By Vivo Capital Surplus Fund VIII, L.P. ⁽⁵⁾
Warrant (Right to Buy)	(10)	07/26/2028 ⁽¹¹⁾	Common Stock	5,655	0.00	I	By Vivo Capital Surplus Fund VIII, L.P. ⁽⁵⁾

Explanation of Responses:

- The Reporting Person is trustee of the Engleman Family Trust.
- The Reporting Person's spouse is trustee of The Erik Nathan Engleman Irrevocable Trust dated December 06, 2012.
- The Reporting Person's spouse is trustee of The Jason Engleman Irrevocable GST Trust dated December 06, 2012.
- 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.
- 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.
- The Series Seed Preferred Stock has no expiration date and is convertible into shares of Common Stock of the Issuer at the option of the holder. The shares of Series Seed Preferred Stock will automatically convert into shares of Common Stock of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer (the "IPO").
- The Series B Preferred Stock has no expiration date and is convertible into shares of Common Stock of the Issuer at the option of the holder. The shares of Series B Preferred Stock will automatically convert into shares of Common Stock of the Issuer on a 1-to-1 basis upon closing of the IPO.
- The Series C-1 Preferred Stock has no expiration date and is convertible into shares of Common Stock of the Issuer at the option of the holder. The shares of Series C-1 Preferred Stock will automatically convert into shares of Common Stock of the Issuer on a 1-to-1 basis upon closing of the IPO.
- The Series C-2 Preferred Stock has no expiration date and is convertible into shares of Common Stock of the Issuer at the option of the holder. The shares of Series C-2 Preferred Stock will automatically convert into shares of Common Stock of the Issuer on a 1-to-1 basis upon closing of the IPO.
- The shares subject to this warrant are fully vested.
- This warrant will automatically be net exercised upon closing of the IPO if it is not exercised on or before such date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Brian Woodard,
Attorney-in-Fact

02/04/2021

** 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 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.

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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of William Quinn of Bolt Biotherapeutics, Inc. (the "Company") and John McKenna, Julia Stark, Colleen Badgley, Michael Perretta, Tess Morgan and Brian Woodard of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation thereunder;

(2) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such Forms with the SEC and any stock exchange, self-regulatory association or any other authority; and

(4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Dated: January 15, 2021

By: /s/ Edgar G. Engleman
Signature

Edgar G. Engleman
Printed Name