## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

### 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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average hurden

Estimated average burden hours per response: 0.5

1. Name and Addre	ss of Reporting Perso ISON	n*	2. Issuer Name <b>and</b> Ticker or Trading Symbol Allogene Therapeutics, Inc. [ ALLO ]	(Check	ionship of Reporting Pers all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify
			3. Date of Earliest Transaction (Month/Day/Year) 09/16/2019	X	below) Chief Technical	below)
(Street) SOUTH SAN FRANCISCO	СА	94080	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person
(City)	(State)	(Zip)				

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	09/16/2019		М		5,257	A	\$2.27	71,324 <sup>(1)</sup>	D			
Common Stock	09/16/2019		<b>S</b> <sup>(2)</sup>		5,257	D	\$32.0019(3)	66,067	D			
Common Stock	09/17/2019		М		22,503	A	\$2.27	88,570	D			
Common Stock	09/17/2019		<b>S</b> <sup>(2)</sup>		22,503	D	\$32.1095(4)	66,067	D			
Common Stock	09/18/2019		М		21,067	A	\$2.27	87,134	D			
Common Stock	09/18/2019		<b>S</b> <sup>(2)</sup>		21,067	D	\$32.1295(5)	66,067	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. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Stock Option (Right to Buy)	\$2.27	09/16/2019		М			5,257	(6)	06/25/2028	Common Stock	5,257	\$0.00	761,772	D	
Stock Option (Right to Buy)	\$2.27	09/17/2019		М			22,503	(6)	06/25/2028	Common Stock	22,503	\$0.00	739,269	D	
Stock Option (Right to Buy)	\$2.27	09/18/2019		М			21,067	(6)	06/25/2028	Common Stock	21,067	\$0.00	718,202	D	

#### Explanation of Responses:

1. Includes 694 shares of the Issuer's common stock acquired by the reporting person on September 13, 2019 pursuant to an employee stock purchase program.

2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2019.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.03, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.42, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.29, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

6. One-fourth of the 892,500 shares subject to the stock option vested on June 1, 2019, and the remaining shares vest in 36 successive equal monthly installments thereafter.

Remarks:

<u>/s/ Veer Bhavnagri, Attorney-</u> <u>in-Fact</u>



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.