SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

					the investment company Act					
1. Name and Address of Reporting Person [*] <u>TPG GP A, LLC</u>			2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2022		3. Issuer Name and Ticker or Trading Symbol <u>Allogene Therapeutics, Inc.</u> [ALLO]					
(Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE		4. Relationship of Reporting Person(s) Issuer (Check all applicable) Director X 10% Ov			Filed (Month/Day/Year)		/Year)			
3300			_		Officer (give title below)	Other below	(specify)		eck Applicable	
(Street) FORT TX WORTH		76102	_					2	Form filed	by More than One Person
(City) (Sta	te)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					18,716,306		I	See Explanation of Responses ⁽¹⁾ (3)(4)(5)(6)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.
			Date Exercisable	Expiratior Date	Title	Amount or Number of Shares	Security	ive	Direct (D) or Indirect (I) (Instr. 5)	5)
1. Name and Address of Reporting Person* <u>TPG GP A, LLC</u>										
(Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300										
301 COMINIERCE STREET, SUTTE 3300										
(Street) FORT WORTH	WORTH TX 76102		_							
(City)	ity) (State) (Zip)									
1. Name and Address of Reporting Person [*] <u>WINKELRIED JON</u>										
(Last) (First) (Midd C/O TPG INC.			ddle)							
301 COMMERCE STREET, SUITE 3300										
(Street) FORT WORTH	ТХ	761	102	_						
(City)	(State) (Zip)									

Explanation of Responses:

1. On January 12, 2022, in connection with TPG Inc.'s initial public offering, TPG Inc. engaged in certain transactions as part of a corporate reorganization. As a result of the reorganization, TPG GP A, LLC ("TPG GP A") replaced TPG Group Holdings (SBS) Advisors, Inc. as the managing member of TPG Group Holdings (SBS) Advisors, LLC and thus is replacing TPG Group Holdings (SBS) Advisors, Inc. as a Reporting Person for purposes of filings under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including as it relates to the shares of Common Stock ("Common Stock") of Allogene Therapeutics, Inc.

2. TPG GP A is owned by entities owned by Messrs. David Bonderman, James G. Coulter and Jon Winkelried (together with TPG GP A, the "Reporting Persons"). Because of the relationship of Messrs. Bonderman, Coulter and Winkelried to TPG GP A, each of Messrs. Bonderman, Coulter and Winkelried may be deemed to beneficially own the shares of Common Stock held by the TPG Funds (as defined below). Messrs. Bonderman and Coulter previously disclosed their beneficial ownership of shares of Common Stock on a Form 3 filed October 10, 2018. Mr. Winkelried does not directly own any shares of Common Stock.

3. TPG GP A is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG, which is the controlling shareholder of TPG GP Co, Inc., which is the managing member of TPG Holdings I-A, LLC, which is the general partner of TPG Operating Group I, L.P., which is the sole member of each of (i) TPG GenPar VII Advisors, LLC and (ii) The Rise Fund GenPar Advisors, LLC.

4. TPG GenPar VII Advisors, LLC is the general partner of TPG GenPar VII, L.P., which is the general partner of TPG Carthage Holdings, L.P., which directly holds 12,477,536 shares of Common Stock. The Rise Fund GenPar Advisors, LLC is the general partner of The Rise Fund GenPar, L.P., which it the general partner of The Rise Fund Carthage, L.P. (together with TPG Carthage Holdings, L.P., the "TPG Funds"), which directly holds 6,238,770 shares of Common Stock.

5. Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each TPG Fund and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.

6. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

7. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. 8. Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to the authorization and designation letter dated October 12, 2020, which was previously filed with the Securities and Exchange Commission.

 /s/ Bradford Berenson,

 General Counsel, TPG GP
 01/21/2022

 A, LLC (7)

 /s/ Gerald Neugebauer on

 behalf of Jon Winkelried
 01/21/2022

 (7)(8)

 ** Signature of Penorting

** Signature of Reporting Date Person

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.