SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | dress of Reporting dd Benjamin | 2. Date of Event Requiring Staten Month/Day/Year 10/10/2018 | | 3. Issuer Name and Ticker or Trading Symbol <u>Allogene Therapeutics, Inc.</u> [ALLO] | | | | | | | | |
|--|-----------------------------------|--|--|--|--|----------------------------|---|------------------|--|--|--|--|
| (Last) C/O TPG GL | 1 | (Middle) | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| 301 COMMERCE STREET, SUITE 3300 | | | | | | Officer (give title below) | Other (sp below) | ecify | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) FORT WORTH | ТХ | 76102 | | | | | | | X | | y One Reporting Person y More than One erson | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| 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) | | | |
| No securities beneficially owned ⁽¹⁾⁽²⁾ | | | | | | 0 | D | | | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | |
| , , , | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | d 3. Title and Amount of Secur Underlying Derivative Securi | | | | rcise | 5. Ownership Form: | (Instr. 5) | |
| | | | Date Exercisable | Expiration Date | n Title | 9 | Amount or Number of Shares | Deriva Securi | tive | Direct (D) or Indirect (I) (Instr. 5) | | |

Explanation of Responses:

1. Todd Benjamin Sistisky is a TPG Partner. TPG is affiliated with each of (i) TPG Carthage Holdings, L.P., which directly holds 2,852,071 shares of Series A Preferred Stock ("Series A Preferred") of Allogene Therapeutics, Inc. (the "Issuer"), and (ii) The Rise Fund Carthage, L.P. (together with TPG Carthage Holdings, L.P., the "TPG Funds"), which directly holds 1,426,036 shares of Series A Preferred. 2. Mr. Sisitsky disclaims beneficial ownership of all of the securities that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Sisitsky is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:

(3) Michael LaGatta is signing on behalf of Mr. Sisitsky pursuant to the authorization and designation letter dated October 3, 2016, which was previously filed with the Securities and Exchange Commission.

| /s/ Michael LaGatta on behalf | 10/10/2010 | | |
|----------------------------------|-------------------|--|--|
| of Todd Benjamin Sisitsky (3) | <u>10/10/2018</u> | | |
| ** 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.