

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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

1. Name and Address of Reporting Person* <u>Adelman Robert J</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET SUITE 595 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/16/2020	3. Issuer Name and Ticker or Trading Symbol <u>ALX ONCOLOGY HOLDINGS INC [ALXO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks	5. 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 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	151	I	See footnote ⁽¹⁾
Common Stock	461,811	I	See footnotes ⁽¹⁾⁽²⁾

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 A Convertible Preferred Stock	(3)	(3)	Common Stock	3,100,020	(3)	I	See footnote ⁽¹⁾
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	2,398,588	(3)	I	See footnote ⁽⁴⁾
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	78,175	(3)	D ⁽⁵⁾	
Series B Convertible Preferred Stock	(6)	(6)	Common Stock	490,411	(6)	I	See footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(7)	(7)	Common Stock	1,052,950	(7)	I	See footnote ⁽⁴⁾

1. Name and Address of Reporting Person* <u>Adelman Robert J</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET SUITE 595 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[venBio Global Strategic Fund, L.P.](#)

(Last) (First) (Middle)

1700 OWENS STREET, SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[venBio Global Strategic GP, Ltd.](#)

(Last) (First) (Middle)

1700 OWENS STREET, SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[venBio Global Strategic Fund II L.P.](#)

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[venBio Global Strategic GP, L.P.](#)

(Last) (First) (Middle)

1700 OWENS STREET, SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[venBio Global Strategic GP II, L.P.](#)

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person *

venBio Global Strategic GP II, Ltd.

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

Explanation of Responses:

1. The shares are held by venBio Global Strategic Fund, L.P. venBio Global Strategic GP, L.P. is the general partner of venBio Global Strategic Fund, L.P. and venBio Global Strategic GP, Ltd. is the general partner of venBio Global Strategic GP, L.P. Robert Adelman is a director of venBio Global Strategic GP, Ltd. Each of venBio Global Strategic GP, L.P., venBio Global Strategic GP, Ltd. and Mr. Adelman disclaims beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein.
2. The shares are held by venBio SPV, LLC, which is wholly-owned by venBio Global Strategic Fund, L.P. Robert Adelman is a managing director of venBio SPV, LLC and disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.
3. Each share of Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
4. The shares are held by venBio Global Strategic Fund II, L.P. venBio Global Strategic GP II, LP is the sole general partner of venBio Global Strategic Fund II, LP and venBio Global Strategic GP II, Ltd. is the sole general partner of venBio Global Strategic GP II, L.P. Robert Adelman is a director of venBio Global Strategic GP II, Ltd. Each of venBio Global Strategic GP II, LP, venBio Global Strategic GP II, Ltd. and Mr. Adelman disclaims beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein.
5. The shares are held by Robert Adelman directly.
6. Each share of Series B Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.
7. Each share of Series C Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

Remarks:

This Form 3 is being filed in conjunction with the Form 3 filed simultaneously by Corey Goodman, who serves as Executive Chairman on the Issuer's board of directors. Each of the reporting persons may be deemed directors of the Issuer by deputization of Mr. Goodman.

venBio Global Strategic Fund, L.P., by: venBio Global Strategic GP, L.P., its general partner, by: venBio Global Strategic GP, Ltd., its general partner, by: /s/ David Pezeshki, as attorney-in-fact 07/16/2020

venBio Global Strategic GP, L.P., by: venBio Global Strategic GP, Ltd., its general partner, by: /s/ David Pezeshki as attorney-in-fact 07/16/2020

venBio Global Strategic GP, Ltd., by: /s/ David Pezeshki, as attorney-in-fact 07/16/2020

venBio Global Strategic Fund II, L.P., by: venBio Global Strategic GP II, L.P., its general partner, by: venBio Global Strategic GP II, Ltd., its general partner, by: /s/ David Pezeshki, as attorney-in-fact 07/16/2020

venBio Global Strategic GP II, L.P., by: venBio Global Strategic GP II, Ltd., its general partner, by: /s/ David Pezeshki as attorney-in-fact 07/16/2020

venBio Global Strategic GP II, Ltd., by: /s/ David 07/16/2020

[Pezeshki, as attorney-in-fact](#)

[Robert Adelman, by: /s/](#)

[David Pezeshki, as attorney-in-fact](#)

[07/16/2020](#)

** 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.