

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Graham G. Walmsley</u>  (Last) (First) (Middle) C/O LOGOS GLOBAL MANAGEMENT, LP 1 LETTERMAN DRIVE, BLDG D, SUITE D3-700  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALX ONCOLOGY HOLDINGS INC [ ALXO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/21/2020		C		2,105,901	A	(1)	2,161,981 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>
Common Stock	07/21/2020		P		975,000	A	\$19	975,000	I	See footnote <sup>(4)</sup>

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Series C Convertible Preferred Stock	(1)	07/21/2020		C			2,105,901	(1)	(1)	Common Stock	2,105,901	(1)	0	I	See footnote <sup>(3)</sup>

**Explanation of Responses:**

- Each share of Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- Includes 56,080 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.
- The shares are held of record by Logos Opportunities Fund I, L.P. (LOF I LP). As a managing member of Logos Opportunities GP, LLC, the general partner of LOF I LP, the reporting person shares voting and dispositive power with respect to the shares held of record by LOF I LP but disclaims beneficial ownership of such shares except to the extent of his individual pecuniary interest therein.
- The shares are held of record by Logos Global Master Fund, L.P. (LGMF LP). As a managing member of Logos GP LLC, the general partner of LGMF LP, the reporting person shares voting and dispositive power with respect to the shares held of record by LGMF LP but disclaims beneficial ownership of such shares except to the extent of his individual pecuniary interest therein.

**Remarks:**

/s/ Peter Garcia, by power of attorney

07/21/2020

\*\* 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 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.

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