FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to

OMB APPROVAL

OMB Number: 3235-0287

	ons may contin on 1(b).				Filed						rities Exchan Company Act		.934			hours per re			0.5		
	d Address of n Robert	Reporting Person*				2. Issuer Name and Ticker or Trading Symbol ALX ONCOLOGY HOLDINGS INC  ALXO  ALXO  ALXO  ALXO  ALXO  BERRY ALIXO  ALXO  ALXO  BERRY ALIXO  ALXO  ALXO  BERRY ALIXO  ALXO  BERRY ALIXO  ALXO  BERRY ALIXO  BERRY ALIXO							LXO	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director X 10% Owner  Officer (give title Check (check))							
(Last) 1700 OW SUITE 59	ENS STRE	rst) ET	(Middle)			3. Date of Earliest Transaction (Month/Day/Year)  07/21/2020  Officer (give title X Other (specify below)  See Remarks															
(Street) SAN FRANCI	sco C.	A	94158		_	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person  X Form filed by More than One Reporting Person								
(City)	(S	tate)	(Zip)																		
		T	able I - N	lon-De	erivat	tive S	Secu	rities Ad	quire	d, D	isposed c	f, or Be	nefici	ally	Owned			1			
1. Title of S	ecurity (Inst	·. 3)		2. Trans Date (Month		ear)   E	fany	emed on Date, /Day/Year)	3. Transa Code (1 8)		4. Securities Disposed Of	Acquired ( f (D) (Instr. 3	A) or 3, 4 and	5)	5. Amount of Securities Beneficially Owned Follow Reported	6. Own Form: I (D) or I (I) (Inst	Direct ndirect	7. Nat Indire Benef Owne (Instr.	ficial rship		
								Code	v	Amount	(A) or (D)	Price	- 1	Reported Transaction(s) (Instr. 3 and 4)	}			. 4)			
Common	Stock			07/2	1/202	0			С		78,175	A	(4)		96,406(10	D D	(7)				
Common	Stock			07/2	1/202	0			С		3,100,020	) A	(4)		3,969,789	(3)	[	See footr	note <sup>(1)</sup>		
Common	Stock			07/2	1/202	0			С		3,941,949	9 A	(4)(8)	(9)	4,418,325	(5)	[	See footr	note <sup>(6)</sup>		
Common	Stock			07/2	1/202	0			P		850,000	A	\$1	9	5,268,32	5	[	See footr	note <sup>(6)</sup>		
Common	Stock			07/2	1/202	0			P		3,000	A	\$1	9	99,406	D	(7)				
Common	Stock														461,811		[	See footr	notes <sup>(1)(2)</sup>		
			Table I								posed of, converti				wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemo Execution if any (Month/Da	Date,	4. Transa Code 8)		Deri Sec Acq or D	umber of vative urities uired (A) isposed of Instr. 3, 4	6. Date Expira (Monti	tion D		7. Title an Securities Derivative (Instr. 3 a	Underl Securi	ying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s	Form Direct or In- (I) (In		11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amou Numb Share	er of		(Instr. 4)					
Series A Convertible Preferred Stock	(4)	07/21/2020			С			78,175	(4	1)	(4)	Common Stock	78,	175	(4)	0	Г	<b>)</b> (7)			
Series A Convertible Preferred Stock	(4)	07/21/2020			С			3,100,020	(4	1)	(4)	Common Stock	3,100	),020	(4)	0		I	See footnote <sup>(1)</sup>		
Series A Convertible Preferred Stock	(4)	07/21/2020			С			2,398,588	(4	1)	(4)	Common Stock	2,398	3,588	(4)	0		I	See footnote <sup>(6)</sup>		
Series B Convertible Preferred Stock	(8)	07/21/2020			С			490,411	3)	3)	(8)	Common Stock	490	,411	(8)	0		I	See footnote <sup>(6)</sup>		
Series C Convertible Preferred Stock	(9)	07/16/2020			С			1,052,950	(ē	9)	(9)	Common Stock	1,052	2,950	(9)	0		I	See footnote <sup>(6)</sup>		

Adelman Robert J (First) (Middle) (Last) 1700 OWENS STREET SUITE 595 (Street) SAN FRANCISCO CA 94158 (City) (Zip) (State)

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

1. Name and Address of Reporting Person*  venBio Global Strategic Fund, L.P.								
(Last) 1700 OWENS STRI	(First) EET, SUITE 595	(Middle)						
(Street) SAN FRANCISCO	CA	94158						
(City)	(State)	(Zip)						
Name and Address of Reporting Person* <u>venBio Global Strategic GP, Ltd.</u>								
(Last) 1700 OWENS STRE	(First) EET, SUITE 595	(Middle)						
(Street) SAN FRANCISCO	CA	94158						
(City)	(State)	(Zip)						
Name and Address of Reporting Person*     venBio Global Strategic Fund II L.P.								
(Last) 1700 OWENS STRE SUITE 595	(First) EET	(Middle)						
(Street) SAN FRANCISCO	CA	94158						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  venBio Global Strategic GP, L.P.								
(Last) 1700 OWENS STRI	(First) EET, SUITE 595	(Middle)						
(Street) SAN FRANCISCO	CA	94158						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  venBio Global Strategic GP II, L.P.								
(Last) 1700 OWENS STRE SUITE 595	(First) EET	(Middle)						
(Street) SAN FRANCISCO	CA	94158						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>venBio Global Strategic GP II, Ltd.</u>								
(Last) 1700 OWENS STRI SUITE 595	(First) BET	(Middle)						
(Street) SAN FRANCISCO	CA	94158						
(City)	(State)	(Zip)						

## Explanation of Responses:

<sup>1.</sup> 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., 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.

<sup>2.</sup> 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.

 $<sup>3.\</sup> Includes\ 869,\!618\ shares\ of\ Common\ Stock\ issued\ as\ payment\ of\ accrued\ dividends\ upon\ conversion\ of\ the\ preferred\ stock\ on\ July\ 21,\ 2020.$ 

- 4. Each share of Series A 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.
- 5. Includes 476,376 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.
- 6. The shares are held by venBio Global Strategic Fund II, L.P. venBio Global Strategic GP II, Ltd. is the sole general partner of venBio Global Strategic Fund II, L.P. 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.
- 7. The shares are held by Robert Adelman directly.
- 8. Each share of Series B 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.
- 9. 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.
- 10. Includes 18,231 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.

venBio Global Strategic Fund, L.P., by: venBio Global Strategic GP, L.P., its general partner, by: venBio Global Strategic GP, 07/21/2020 Ltd., its general partner, by: /s/ David Pezeshki, as attorney-invenBio Global Strategic GP, L.P., by: venBio Global Strategic GP, Ltd., its general partner, by: 07/21/2020 /s/ David Pezeshki as attorneyin-fact venBio Global Strategic GP, Ltd., by: /s/ David Pezeshki, as 07/21/2020 attorney-in-fact venBio Global Strategic Fund II, L.P., by: venBio Global Strategic GP II, L.P., its general partner, by: venBio Global Strategic GP 07/21/2020 II, Ltd., its general partner, by: /s/ David Pezeshki, as attorneyvenBio Global Strategic GP II, L.P., by: venBio Global Strategic GP II, Ltd., its general partner, 07/21/2020 by: /s/ David Pezeshki as attorney-in-fact venBio Global Strategic GP II, Ltd., by: /s/ David Pezeshki, as 07/21/2020 attorney-in-fact Robert Adelman, by: /s/ David 07/21/2020 Pezeshki, as attorney-in-fact

\*\* 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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