

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

OMB Number:	3235-0104
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

1. Name and Address of Reporting Person* <u>Klausner Richard</u> (Last) (First) (Middle) <u>C/O LYELL IMMUNOPHARMA, INC.</u> <u>400 EAST JAMIE COURT, SUITE 301</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/16/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Lyell Immunopharma, Inc. [LYEL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	2,967,834 ⁽¹⁾	D	

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			
Option (right to buy)	(2)	11/05/2028	Common Stock	2,713,756	0.1	D	
Option (right to buy)	(3)	01/15/2030	Common Stock	650,000	3.65	D	
Option (right to buy)	(4)	08/30/2029	Common Stock	4,675,392	3.65	D	
Series A Convertible Preferred Stock	(5)	(5)	Common Stock	3,765,842	1.8288	I	Lyell Investors, LLC ⁽⁶⁾

Explanation of Responses:

- 1/4 of the shares vested on August 1, 2019, with the remaining shares to vest in equal monthly installments (145,833) over the following thirty-six months.
- 1/4 of the option shares vested on September 20, 2019, with the remaining option shares to vest in equal monthly installments over the following thirty-six months. The option provides for an early-exercise provision and is exercisable as to unvested shares, subject to the Issuer's right of repurchase.
- The shares vest in equal monthly installments over the forty-eight months following February 1, 2020.
- The shares vest in equal monthly installments over the forty-eight months following July 9, 2019. The option provides for an early-exercise provision and is exercisable as to unvested shares, subject to the Issuer's right of repurchase.
- The Series A Convertible Preferred Stock is convertible at any time, at the Reporting Person's election, has no expiration date, and will automatically convert to shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering on a 1-for-1 basis.
- The shares of Series A Convertible Preferred Stock are held by Lyell Investors, LLC. The Reporting Person is a manager of Lyell Investors, LLC (Lyell Investors) and may be deemed to share the power to direct the disposition and vote of the shares held by Lyell Investors. The Reporting Person disclaims beneficial ownership of all shares held by Lyell Investors except to any pecuniary interest therein.

Remarks:

/s/ Heather D. Turner, as 06/16/2021
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 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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints Heather Turner Charles Newton and Hector Casab of Lyell Immunopharma Inc. and Lauren Creel and Allison Peth of Cooley LLP or any of them signing singly with full power of substitution the undersigned's true and lawful attorney in fact to:

- (1) execute for and on behalf of the undersigned in the undersigned's capacity as an officer director or beneficial owner of more than 10% of a registered class of securities of Lyell Immunopharma Inc. (the "Company") Forms 3 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 as amended (the "Exchange Act") and the rules thereunder and a Form ID Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3 4 or 5 or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any nature whatsoever in connection with the foregoing which in the opinion of such attorney-in-fact may be of benefit in the best interest of or legally required by the undersigned it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite necessary or proper to be done in the exercise of any of the rights and powers herein granted as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact in serving in such capacity at the request of the undersigned are not assuming nor is the Company assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually until such attorney-in-fact is no longer employed by the Company or Cooley LLP.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed as of this 2nd day of June 2021.

/s/ Richard D. Klausner M.D.
Richard D. Klausner M.D.

