

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>FRIEDMAN CATHY</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. Issuer Name and Ticker or Trading Symbol <u>Lyell Immunopharma, Inc. [LYEL]</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) <u>06/21/2021</u>					
			4. 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 Form filed by More than One Reporting Person		

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	06/21/2021		C		3,765,842	A	(1)	3,765,842	I	Lyell Investors, LLC ⁽²⁾
Common Stock	06/21/2021		P		17,648	A	\$17	17,648	I	MSL FBO J DUANE & C FRIEDMAN TTEE DUANE FAMILY TRUST ⁽³⁾
Common Stock								100,000	I	The Duane Irrevocable Trust 2020 ⁽⁴⁾

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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	06/21/2021		C			3,765,842	(1)	(1)	Common Stock	3,765,842	(1)	0	I	Lyell Investors, LLC ⁽²⁾

Explanation of Responses:

- The Issuer's Series A Convertible Preferred Stock converted into Common Stock on a 1-for-1 basis and had no expiration date.
- The Reporting Person is a member of Lyell Investors, LLC and therefore may be deemed to share the power to direct the disposition and vote of the shares held by Lyell Investors, LLC. The Reporting Person disclaims beneficial ownership of all shares held by Lyell Investors, LLC except to any pecuniary interest therein.
- The Reporting Person is a trustee of MSL FBO J DUANE & C FRIEDMAN TTEE DUANE FAMILY TRUST ("Duane Family Trust") and therefore may be deemed to share the power to direct the disposition and vote of the shares held by the Duane Family Trust. The Reporting Person disclaims beneficial ownership of all shares held by Duane Family Trust except to any pecuniary interest therein.
- The Reporting Person is a trustee of The Duane Irrevocable Trust 2020 ("Duane Irrevocable Trust") and therefore may be deemed to share the power to direct the disposition and vote of the shares held by the Duane Irrevocable Trust. The Reporting Person disclaims beneficial ownership of all shares held by Duane Irrevocable Trust except to any pecuniary interest therein.

Remarks:

/s/ Heather Turner, as Attorney-in-fact 06/23/2021

** 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.

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.