SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

ARCH Venture Fund XIII, L.P.

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Lyell Immunopharma, Inc. [LYEL]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/04/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☐ Director ☑ 10% Owner

☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

☐ 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	11/04/2026(1)		P(1)		2,321,262	A	$10.77(1)	3,747,790	I	See Footnote(2)
Common Stock								910,317	I	See Footnote(3)
Common Stock								910,317	I	See Footnote(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				

1. Name and Address of Reporting Person*

ARCH Venture Fund XIII, L.P.

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ARCH Venture Partners XIII, L.P.

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ARCH Venture Partners XIII, LLC

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

CRANDELL KEITH

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GILLIS STEVEN

(Last) (First) (Middle)

8755 WEST HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NELSEN ROBERT

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Burow Kristina

(Last) (First) (Middle)

8755 W. HIGGINS ROAD,SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BERNS PAUL L

(Last) (First) (Middle)

8755 W. HIGGINS ROAD, SUITE 1025

(Street)

CHICAGO IL 60631

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BYBEE CLINTON

(Last)	(First)	(Middle)
8755 W. HIGGINS ROAD, SUITE 1025		
(Street)		
CHICAGO	IL	60631
(City)	(State)	(Zip)

Explanation of Responses:

1. These shares were purchased on November 4, 2026 pursuant to a securities purchase agreement dated November 3, 2026 at a price per share of $10.77.

2. These shares are directly held by ARCH Venture Fund XIII, L.P. ("ARCH XIII"). ARCH Venture Partners XIII, L.P. ("AVP XIII LP") is the general partner of ARCH XIII. ARCH Venture Partners XIII, LLC ("AVP XIII LLC") is the general partner of AVP XIII LP. Keith Crandell, Robert Nelsen, Kristina Burow, Paul Berns and Steven Gillis are members of the investment committee of AVP XIII LLC (the "AVP XIII LLC Committee Members"). Each of AVP XIII LP and AVP XIII LLC may be deemed to beneficially own the shares held by ARCH XIII, and each of the AVP XIII LLC Committee Members may be deemed to share the power to direct the disposition and vote of the shares held by ARCH XIII. Each of AVP XIII LP, AVP XIII LLC and the AVP XIII LLC Committee Members disclaims beneficial ownership except to the extent of their pecuniary interest therein, if any.

3. These shares are directly held by ARCH Venture Fund IX, L.P. ("ARCH IX"). ARCH Venture Partners IX, L.P. ("GPLP"), as the sole general partner of ARCH IX, may be deemed to beneficially own the shares held by ARCH IX. ARCH Venture Partners IX, LLC ("GPLLC"), as the sole general partner of GPLP, may be deemed to beneficially own the shares held by ARCH IX. As managing directors of GPLLC, each of Keith Crandell, Robert Nelsen and Clinton Bybee (the "ARCH Managing Directors"), may be deemed to beneficially own the shares held by ARCH IX. Each of GPLP, GPLLC and the ARCH Managing Directors disclaims beneficial ownership of the securities reported herein, except to the extent of their pecuniary interest therein, if any.

4. These shares are directly held by ARCH Venture Fund IX Overage, L.P. ("ARCH Overage"). ARCH Venture Partners IX Overage, L.P. ("Overage GPLP"), as the sole general partner of ARCH Overage, may be deemed to beneficially own the shares held by ARCH Overage. GPLLC, as the sole general partner of Overage GPLP, may be deemed to beneficially own the shares held by ARCH Overage. As managing directors of GPLLC, each of the ARCH Managing Directors may be deemed to beneficially own the shares held by ARCH Overage. Each of Overage GPLP, GPLLC and the ARCH Managing Directors disclaims beneficial ownership of the securities reported herein, except to the extent of their pecuniary interest therein, if any.

Remarks:

This Form 4 is one of two reports relating to the same transaction being filed jointly by ARCH Venture Partners XIII, LLC, ARCH Venture Partners XIII, L.P., ARCH Venture Fund XIII, L.P., Keith Crandell, Robert Nelsen, Kristina Burow, Steven Gillis, Paul Berns, Clinton Bybee, ARCH Venture Partners IX, LLC, ARCH Venture Partners IX, L.P., ARCH Venture Partners IX Overage, L.P., ARCH Venture Fund IX, L.P. and ARCH Venture Fund IX Overage, L.P.

ARCH Venture Fund XIII, L.P. By: ARCH Venture Partners XIII, L.P., its General Partner By: ARCH Venture Partners XIII, LLC, its General Partner By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director	11/05/2026
ARCH Venture Partners XIII, L.P. By: ARCH Venture Partners XIII, LLC, its General Partner By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director	11/05/2026
ARCH Venture Partners XIII, LLC By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director	11/05/2026
/s/ Keith Crandell, By: Mark McDonnell, attorney-in-fact	11/05/2026
/s/ Steven Gillis, By: Mark McDonnell, attorney-in-fact	11/05/2026
/s/ Robert Nelsen, By: Mark McDonnell, attorney-in-fact	11/05/2026
/s/ Kristina Burow, By: Mark McDonnell, attorney-in-fact	11/05/2026
/s/ Paul Berns, By: Mark McDonnell, attorney-in-fact	11/05/2026
/s/ Clint Bybee, By: Mark McDonnell, attorney-in-fact	11/05/2026
** 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.