

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>Smith Sean Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>Neoleukin Therapeutics, Inc. [NLTX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Interim CFO, Prin Acct Off</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2023</u>			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		
<u>C/O NEOLEUKIN THERAPEUTICS, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>188 EAST BLAINE STREET, #450</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(Street)								
<u>SEATTLE</u>	<u>WA</u>	<u>98102</u>						
(City)	(State)	(Zip)						

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			
<u>Common Stock</u>	<u>08/10/2023</u>		<u>M</u>		<u>5,000</u>	<u>A</u>	<u>\$0.00</u>	<u>22,960⁽¹⁾</u>	<u>D</u>	
<u>Common Stock</u>	<u>08/11/2023</u>		<u>s⁽²⁾</u>		<u>1,323</u>	<u>D</u>	<u>\$0.6184⁽³⁾</u>	<u>21,637⁽¹⁾</u>	<u>D</u>	

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
<u>Restricted Stock Units</u>	<u>\$0.00⁽⁴⁾</u>	<u>08/10/2023</u>		<u>M</u>		<u>5,000</u>		<u>(5)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>5,000</u>	<u>\$0.00</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- Includes 2,000 shares of common stock acquired by the Reporting Person on May 15, 2023 pursuant to the Issuer's employee stock purchase plan.
- The sales reported on this Form 4 represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units ("RSUs"). These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- Represents the weighted average sale price. The lowest price at which shares were sold was \$.6146 and the highest price at which shares were sold was \$0.6399. The Reporting Person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the Issuer or its stockholders, full information regarding the total number of shares sold at each separate price within the range set forth herein.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement for no consideration.
- The RSUs will vest as to 1/2 of the total number of shares underlying the award on each of August 10, 2022 and August 10, 2023, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- The RSUs do not expire; these securities either vest and settle or are canceled prior to the vesting date.

Remarks:

/s/ Sean Smith 08/14/2023
** 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.