

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>BAKER BROS. ADVISORS LP</u>  (Last) (First) (Middle) <u>860 WASHINGTON STREET, 3RD FLOOR</u>  (Street) <u>NEW YORK NY 10014</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2022</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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			

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
Non-Qualified Stock Option (right to buy)	\$1.07	05/12/2022		A		25,000		(1)	05/11/2032	Common Stock	25,000	\$0.00	25,000	I	See Footnotes <sup>(1)(2)(3)(4)</sup>

1. Name and Address of Reporting Person\*  
BAKER BROS. ADVISORS LP  
 (Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR  
 (Street)  
NEW YORK NY 10014  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
667, L.P.  
 (Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR  
 (Street)  
NEW YORK NY 10014  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Baker Brothers Life Sciences LP  
 (Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR  
 (Street)  
NEW YORK NY 10014  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

**BAKER FELIX**

(Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR

(Street)  
NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

**BAKER JULIAN**

(Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR

(Street)  
NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

**Baker Bros. Advisors (GP) LLC**

(Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR

(Street)  
NEW YORK NY 10014

(City) (State) (Zip)

**Explanation of Responses:**

1. 25,000 non-qualified stock options ("Stock Options") exercisable solely into common stock of Neoleukin Therapeutics, Inc. (the "Issuer") were granted under the Issuer's 2014 Equity Incentive Plan to M. Cantey Boyd, a full-time employee of Baker Bros. Advisors LP (the "Adviser") in her capacity as a director of the Issuer. The Stock Options with a strike price of \$1.07 vest in 12 equal monthly installments beginning on June 12, 2022, subject to M. Cantey Boyd's continued service on the board of directors of the Issuer (the "Board") and expire on May 11, 2032. M. Cantey Boyd serves on the Board as a representative of Baker Brothers Life Sciences, L.P. ("Life Sciences") and 667, L.P. ("667", and together with Life Sciences, the "Funds").

2. The policies of the Funds and the Adviser do not permit full-time employees of the Adviser or managing members of the Adviser GP (as defined below) to receive compensation for serving as a director of the Issuer. The Funds are entitled to receive all of the pecuniary interest in the securities issued. The Funds each own an indirect proportionate pecuniary interest in the Stock Options. Solely as a result of Felix J. Baker's and Julian C. Baker's ownership interest in (i) the general partners of the Funds and (ii) the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Stock Options (i.e. no direct pecuniary interest).

3. The Adviser serves as the investment adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds have relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. The Adviser has investment and dispositive power over the Stock Options and any common stock of the Issuer received as a result of the exercise of Stock Options.

4. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

**Remarks:**

M. Cantey Boyd, a full-time employee of Baker Bros. Advisors LP (the "Adviser") is a director of Neoleukin Therapeutics, Inc. (the "Issuer"). For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization by virtue of their representation on the board of directors of the Issuer.

By: Baker Bros. Advisors LP,  
Name: Scott L. Lessing, Title: 05/16/2022  
President /s/ Scott L. Lessing  
Baker Bros. Advisors LP, Mgmt.  
Co. and Inv. Adviser to 667,  
L.P., pursuant to authority  
granted by Baker Biotech 05/16/2022  
Capital, L.P., GP to 667, L.P.  
Name: Scott L. Lessing, Title:  
President /s/ Scott L. Lessing  
Baker Bros. Advisors LP, Mgmt.  
Co. and Inv. Adviser to BAKER  
BROTHERS LIFE SCIENCES,  
L.P., pursuant to authority  
granted by Baker Brothers Life 05/16/2022  
Sciences Capital, L.P., GP to  
Baker Brothers Life Sciences,  
L.P., Name: Scott L. Lessing,  
Title: President /s/  
/s/ Felix J. Baker 05/16/2022  
/s/ Julian C. Baker 05/16/2022  
By: Baker Bros. Advisors (GP)  
LLC, Name: Scott L. Lessing, 05/16/2022  
Title: President /s/ Scott L.  
Lessing

\*\* 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.