

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person* <u>Alta Partners NextGen Fund I Management, LLC</u>  (Last) (First) (Middle) FOUR EMBARCADERO CENTER SUITE 2100  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Allakos Inc. [ ALLK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2021	
	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 <input 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			
Common Stock	01/04/2021		J <sup>(1)</sup>		486,230	D	\$0.00	2,071,147	I	See Footnote <sup>(2)</sup>
Common Stock	01/04/2021		J <sup>(1)</sup>		102,651	A	\$0.00	102,651	I	By APNG I Management
Common Stock	01/04/2021		J <sup>(3)</sup>		102,651	D	\$0.00	0	I	By APNG I Management
Common Stock	01/04/2021		J <sup>(4)</sup>		1,513,770	D	\$0.00	6,448,053	I	See Footnote <sup>(5)</sup>
Common Stock	01/04/2021		J <sup>(4)</sup>		339,084	A	\$0.00	339,084	I	By Alta Management VIII
Common Stock	01/04/2021		J <sup>(6)</sup>		339,084	D	\$0.00	0	I	By Alta Management VIII

**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					

1. Name and Address of Reporting Person* <u>Alta Partners NextGen Fund I Management, LLC</u>  (Last) (First) (Middle) FOUR EMBARCADERO CENTER SUITE 2100  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[Alta Partners VIII, L.P.](#)

(Last) (First) (Middle)

FOUR EMBARCADERO CENTER  
SUITE 2100

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Alta Partners Management VIII, LLC](#)

(Last) (First) (Middle)

FOUR EMBARCADERO CENTER  
SUITE 2100

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Alta Partners NextGen Fund I, L.P.](#)

(Last) (First) (Middle)

FOUR EMBARCADERO CENTER  
SUITE 2100

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Alta Partners NextGen Fund I L.P. ("APNG I"), without consideration, to its general partner and limited partners.
2. The shares are directly held by APNG I and are indirectly held by Alta Partners NextGen Fund I Management, LLC ("APNG I Management"), which is the general partner of APNG I. APNG I Management disclaims beneficial ownership of all shares held by APNG I, except to the extent of its pecuniary interest therein.
3. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by APNG I Management, without consideration, to its members.
4. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Alta Partners VIII, L.P. ("Alta VIII") without consideration, to its general partner and limited partners.
5. The shares are directly held by Alta VIII and are indirectly held by Alta Partners Management VIII, LLC ("Alta Management VIII"), which is the general partner of Alta VIII. Alta Management VIII disclaims beneficial ownership of all shares held by Alta VIII, except to the extent of its pecuniary interest therein.
6. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Alta Management VIII, without consideration, to its members.

**Remarks:**

[/s/ Daniel Janney, Managing Director, Alta Partners NextGen Fund I Management, LLC](#) 01/06/2021

[/s/ Daniel Janney, Managing Director, AltaPartners VIII, L.P.](#) 01/06/2021

[/s/ Daniel Janney, Managing Director, Alta Partner Management VIII, LLC](#) 01/06/2021

[/s/ Daniel Janney, Managing Director, Alta Partners NextGen Fund I, L.P.](#) 01/06/2021

\*\* 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.