

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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>RiverVest Venture Fund III, L.P.</u> (Last) (First) (Middle) 101 S. HANLEY ROAD SUITE 1850 (Street) ST. LOUIS MO 63105 (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) 07/23/2018 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | | | |
| Common Stock | 07/23/2018 | | C | | 7,260,141 | A | (1)(2) | 7,260,141 | I | See footnote ⁽³⁾ (4)(5)(6) |
| Common Stock | 07/23/2018 | | P | | 111,111 | A | \$18 | 7,371,252 | I | See footnote ⁽⁴⁾ (5)(6)(7) |

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 Preferred Stock | (1) | 07/23/2018 | | C | | 6,482,724 | | (1) | (1) | Common Stock | 6,482,724 | \$0.00 | 0 | I | See footnote ⁽⁴⁾⁽⁵⁾ (6)(8) |
| Series B Preferred Stock | (2) | 07/23/2018 | | C | | 777,417 | | (2) | (2) | Common Stock | 777,417 | \$0.00 | 0 | I | See footnote ⁽⁴⁾⁽⁵⁾ (6)(9) |

1. Name and Address of Reporting Person*
RiverVest Venture Fund III, L.P.
 (Last) (First) (Middle)
 101 S. HANLEY ROAD
 SUITE 1850
 (Street)
 ST. LOUIS MO 63105
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RiverVest Venture Fund II (Ohio), L.P.
 (Last) (First) (Middle)
 101 S. HANLEY ROAD
 SUITE 1850
 (Street)
 ST. LOUIS MO 63105
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RiverVest Venture Fund III (Ohio), L.P.
 (Last) (First) (Middle)
 101 S. HANLEY ROAD

SUITE 1850

(Street)

ST. LOUIS MO 63105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[RIVERVEST VENTURE FUND II L P](#)

(Last)

(First)

(Middle)

101 S. HANLEY ROAD

SUITE 1850

(Street)

ST. LOUIS MO 63105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[3x5 RiverVest Fund II, L.P.](#)

(Last)

(First)

(Middle)

101 S. HANLEY ROAD

SUITE 1850

(Street)

ST. LOUIS MO 63105

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[3x5 RiverVest Fund II-B, L.P.](#)

(Last)

(First)

(Middle)

101 S. HANLEY ROAD

SUITE 850

(Street)

ST. LOUIS MO 63105

(City)

(State)

(Zip)

Explanation of Responses:

1. The Series A Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
2. The Series B Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
3. Consists of (i) 980,693 shares held of record by RiverVest Venture Fund II, L.P. ("RiverVest II"), (ii) 266,374 shares held of record by RiverVest Venture Fund II (Ohio), L.P. ("RiverVest (Ohio) II"), (iii) 3,518,819 shares held of record by RiverVest Venture Fund III, L.P. ("RiverVest III"), (iv) 186,759 shares held of record by RiverVest Venture Fund III (Ohio), L.P. ("RiverVest (Ohio) III"), (v) 2,223,505 shares held of record by 3x5 RiverVest Fund II, L.P. ("3x5 II"), and (vi) 83,991 shares held of record by 3x5 RiverVest Fund II-B, L.P. ("3x5 II-B").
4. The shares held by RiverVest II are indirectly held by RiverVest Venture Partners II, L.P. ("RiverVest Partners II"), which is the general partner of RiverVest II. The shares held by RiverVest (Ohio) II are indirectly held by RiverVest Venture Partners II (Ohio), LLC ("RiverVest Partners (Ohio) II"), which is the general partner of RiverVest (Ohio) II. RiverVest Partners II is the sole member of RiverVest Partners (Ohio) II. RiverVest Venture Partners II, LLC is the general partner of RiverVest Partners II. John P. McKearn is an Authorized Person of RiverVest Venture Partners II, LLC and may be deemed to share dispositive voting and investment power with respect to the shares held by RiverVest II and RiverVest (Ohio) II.
5. The shares held by RiverVest III are indirectly held by RiverVest Venture Partners III, L.P. ("RiverVest Partners III"), which is the general partner of RiverVest III. The shares held by RiverVest (Ohio) III are indirectly held by RiverVest Venture Partners III (Ohio), LLC ("RiverVest Partners (Ohio) III"), which is the general partner of RiverVest (Ohio) III. RiverVest Partners III is the sole member of RiverVest Partners (Ohio) III. RiverVest Venture Partners III, LLC is the general partner of RiverVest Partners III. John P. McKearn is a Manager of RiverVest Venture Partners III, LLC and may be deemed to share dispositive voting and investment power with respect to the shares held by RiverVest III and RiverVest (Ohio) III.
6. The shares held by 3x5 II and 3x5 II-B are indirectly held by 3x5 RiverVest Partners II, LLC ("3x5 Partners II"), which is the general partner of 3x5 II and 3x5 II-B. RiverVest 3x5 Managers II, L.P. ("3x5 Managers II"), is a Member of 3x5 Partners II. RiverVest 3x5 Managers II, LLC is the general partner of 3x5 Managers II. John P. McKearn is a Member of RiverVest 3x5 Managers II, LLC and may be deemed to share dispositive voting and investment power with respect to the shares held by 3x5 II and 3x5 II-B. Dr. McKearn disclaims beneficial ownership of all shares held by RiverVest II, RiverVest (Ohio) II, RiverVest III, RiverVest (Ohio) III, 3x5 II and 3x5 II-B except to the extent of his pecuniary interests therein.
7. Consists of (i) 980,693 shares held of record by RiverVest II, (ii) 266,374 shares held of record by RiverVest (Ohio) II, (iii) 3,518,819 shares held of record by RiverVest III, (iv) 186,759 shares held of record by RiverVest (Ohio) III, (v) 2,331,987 shares held of record by 3x5 II, and (vi) 86,620 shares held of record by 3x5 II-B.
8. RiverVest II owns 954,494 shares of Series A Preferred Stock. RiverVest (Ohio) II owns 259,258 shares of Series A Preferred Stock. RiverVest III owns 3,234,069 shares of Series A Preferred Stock. RiverVest (Ohio) III owns 171,647 shares of Series A Preferred Stock. 3x5 II owns 1,795,434 shares of Series A Preferred Stock. 3x5 II-B owns 67,822 shares of Series A Preferred Stock.
9. RiverVest II owns 26,199 shares of Series B Preferred Stock. RiverVest (Ohio) II owns 7,116 shares of Series B Preferred Stock. RiverVest III owns 284,750 shares of Series B Preferred Stock. RiverVest (Ohio) III owns 15,112 shares of Series B Preferred Stock. 3x5 II owns 428,071 shares of Series B Preferred Stock. 3x5 II-B owns 16,169 shares of Series B Preferred Stock.

Remarks:

[/s/ John P. McKearn, Manager of RiverVest Venture Partners III, LLC](#) 07/23/2018

[/s/ John P. McKearn, Authorized Person of RiverVest Venture Partners II, LLC](#) 07/23/2018

[/s/ John P. McKearn, Manager of RiverVest 3x5 Managers II, LLC](#) 07/23/2018

** 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.

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