SEC Form 3 FORM 3

# UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

# OMB APPROVAL

3235-OMB Number:

# **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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 Bonita David P	Requirir	of Event ng Statement Day/Year) 2021	3. Issuer Name <b>and</b> Tic Ikena Oncology				
(Last) (First) (Middle) C/O IKENA ONCOLOGY, INC.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		É Fil	5. If Amendment, Date of Original Filed (Month/Day/Year)	
645 SUMMER STREET, SUITE 101				(specify (C	i. Individual or Joint/Group Filing Check Applicable Line) X Form filed by One Reporting		
(Street) BOSTON MA 02210						Person	by More than One Person
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Ins 4)	str. Form:	Direct Own	ature of Indirect Beneficial nership (Instr. 5)	
Table II - Derivative Securities Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	tle of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5)
Series A Preferred Stock	(1)	(1)	Non-Voting Common Stock	2,585,967	(1)	I	See footnotes <sup>(3)(5)</sup>
Series A-1 Preferred Stock	(2)	(2)	Common Stock	1,748,851	(2)	Ι	See footnotes <sup>(3)(5)</sup>
Series A-1 Preferred Stock	(1)	(1)	Non-Voting Common Stock	1,315,686	(1)	I	See footnotes <sup>(3)(5)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock	1,249,391	(2)	Ι	See footnotes <sup>(3)(5)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock	86,864	(2)	I	See footnotes <sup>(4)(5)</sup>
Series B Preferred Stock	(1)	(1)	Non-Voting Common Stock	113,038	(1)	I	See footnotes <sup>(4)(5)</sup>

#### **Explanation of Responses:**

1. These shares of Series A Preferred Stock, Series A-1 Preferred Stock and Series B Preferred Stock (together, the "Preferred Stock") are convertible on a one-for-7.154 basis into the number of shares of Non-Voting Common Stock shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment or additional consideration. The Preferred Stock has no expiration date. Each share of Non-Voting Common Stock is convertible into one share of Common Stock at any time at the option of the holder without payment or additional consideration, subject to a 9.9% beneficial ownership limitation which may be increased or decreased by the holder upon 61 days' notice to the Issuer.

2. These shares of Preferred Stock are convertible on a one-for-7.154 basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment or additional consideration.

3. The securities are held of record by OrbiMed Private Investments VI, LP ("OPI VI"). OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI. OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisers Act of 1940, as amended, is the managing member of GP VI. The Reporting Person is a member of OrbiMed Advisors. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power over the securities held by OPI VI and as a result may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPI VI.

4. The securities are held of record by OrbiMed Genesis Master Fund, L.P. ("OrbiMed Genesis"). OrbiMed Genesis GP LLC ("Genesis GP") is the general partner of OrbiMed Genesis OrbiMed Advisors is the managing member of Genesis GP. By virtue of such relationships, Genesis GP and OrbiMed Advisors may be deemed to have voting and investment power over the securities held by OrbiMed Genesis and as a result may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OrbiMed Genesis.

5. Each of GP VI, Genesis GP, OrbiMed Advisors, and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of his or its pecuniary interest therein, if any. This report on Form 4 shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose. OrbiMed Advisors has designated the Reporting Person to serve as its representative on the Issuer's board of directors.

### Remarks:

## /s/ David P. Bonita

\*\* Signature of Reporting Person 03/25/2021

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

#### LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Mark Manfredi and Douglas R. Carlson, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Ikena Oncology, Inc. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (i) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, and the rules thereunder, including any attached documents; (ii) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, and the rules thereunder, including any attached documents; (ii) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (ii) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (iii) amendments of each the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 25, 2021.

/s/ David Bonita Signature

David Bonita

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Print Name