

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Graham G. Walmsley</u>  (Last) (First) (Middle) C/O LOGOS GLOBAL MANAGEMENT LP 1 LETTERMAN DRIVE, BLDG. D, STE D3-700  (Street) SAN FRANCISCO CA 94129  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Olema Pharmaceuticals, Inc. [ OLMA ]</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) 06/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(I)	06/01/2020		P	339,578		(I)	(I)	Common Stock	339,578	\$4.7117	339,578	I	See Footnote <sup>(2)</sup>
Series C Convertible Preferred Stock	(I)	09/30/2020		P	1,183,114		(I)	(I)	Common Stock	1,183,114	\$11.0623	1,183,114	I	See Footnote <sup>(3)</sup>
Stock Option (Right to Buy)	\$19	11/18/2020		A	21,520		(4)	11/17/2030	Common Stock	21,520	\$0.00	21,520	D	
Stock Option (Right to Buy)	\$19	11/18/2020		A	21,520		(5)	11/17/2030	Common Stock	21,520	\$0.00	21,520	D	
Stock Option (Right to Buy)	\$19	11/18/2020		A	21,520		(5)	11/17/2030	Common Stock	21,520	\$0.00	21,520	D	

**Explanation of Responses:**

- The shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock are convertible into Common Stock on a 1:1 basis and have no expiration date. Immediately upon the closing of the Issuer's initial public offering, all shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock will be automatically converted into shares of Common Stock.
- The shares are held by Logos Opportunities Fund I L.P. ("Logos Fund I"). Logos Opportunities GP, LLC ("Logos GP") is the general partner of Logos Fund I and the Reporting Person is a managing member of Logos GP. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- The shares are held by Logos Opportunities Fund II, L.P. ("Logos Fund II"). Logos GP is the general partner of Logos Fund II and the Reporting Person is a managing member of Logos GP. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- The shares subject to the option vest in a series of 12 successive equal monthly installments measured from June 1, 2020, subject to the Reporting Person's continuous service through each applicable vesting date. Such shares vest in full on the date of the Issuer's next annual meeting of stockholders if such stock option is not otherwise fully vested by such date, subject to the Reporting Person's continuous service through such vesting date.
- The shares subject to the option vest in a series of 36 successive equal monthly installments measured from November 18, 2020, subject to the Reporting Person's continuous service through each applicable vesting date.

**Remarks:**

/s/ John B. Moriarty, Jr., 11/19/2020  
Attorney-in-Fact

\*\* 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.