

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>SANDELL SCOTT D</u>  (Last) (First) (Middle) <u>1954 GREENSPRING DRIVE</u> <u>SUITE 600</u>  (Street) <u>TIMONIUM MD 21093</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/23/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Annexon, Inc. [ ANNEX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title 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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	1,591,599	(1)	I	See Note 2 <sup>(2)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock	672,636	(3)	I	See Note 2 <sup>(2)</sup>
Series D Preferred Stock	(4)	(4)	Common Stock	231,452	(4)	I	See Note 2 <sup>(2)</sup>

**Explanation of Responses:**

- The shares of Series B Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.
- The Reporting Person is a manager of NEA 15 GP, LLC, which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L.P. ("NEA 15"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares held by NEA 15 in which the Reporting Person has no pecuniary interest.
- The shares of Series C Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.
- The shares of Series D Preferred Stock will automatically convert on a 1-for-8.81 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

**Remarks:**

/s/ Sasha Keough,  
attorney-in-fact

07/23/2020

\*\* 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 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.**