

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

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>Polaris Venture Management Co. VI, L.L.C.</u>  (Last) (First) (Middle) ONE MARINA PARK DRIVE, 10TH FLOOR  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alector, Inc. [ ALEC ]</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) 06/23/2020	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/23/2020		S		4,377 <sup>(1)(2)</sup>	D	\$31.5428 <sup>(3)</sup>	12,853,817	I	See footnote <sup>(4)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
Polaris Venture Management Co. VI, L.L.C.  
 (Last) (First) (Middle)  
 ONE MARINA PARK DRIVE, 10TH FLOOR  
 (Street)  
 BOSTON MA 02210  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Polaris Venture Partners VI (AIV), L.P.  
 (Last) (First) (Middle)  
 ONE MARINA PARK DRIVE, 10TH FLOOR  
 (Street)  
 BOSTON MA 02210  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Polaris Venture Partners Founders' Fund VI, L.P.  
 (Last) (First) (Middle)  
 ONE MARINA PARK DRIVE, 10TH FLOOR

(Street)  
BOSTON MA 02210

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Polaris Venture Partners VI, L.P.](#)

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(Last) (First) (Middle)  
ONE MARINA PARK DRIVE, 10TH FLOOR

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(Street)  
BOSTON MA 02210

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[PVP VI \(AIV\) Feeder Corp. Holding Partnership, L.P.](#)

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(Last) (First) (Middle)  
ONE MARINA PARK DRIVE, 10TH FLOOR

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(Street)  
BOSTON MA 02210

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(City) (State) (Zip)

**Explanation of Responses:**

- 242 shares were sold by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPFF VI"), 3,153 shares were sold by Polaris Venture Partners VI (AIV), L.P. ("PVP VI AIV") and 982 shares were sold by PVP VI (AIV) Feeder Corp. Holding Partnership, L.P. ("PVP VI Feeder" and, together with PVP VI AIV, PVPFF VI, and Polaris Venture Partners VI, L.P. ("PVP VI"), the "Polaris Funds"). The general partner of each of the Polaris Funds is Polaris Venture Management Co. VI, L.L.C. ("PVM"). Each of Amir Nashat, Brian Chee, David Barrett, Bryce Youngren, Jonathan Flint, and Terrance McGuire, a member of the Issuer's board of directors, are managing members of PVM (collectively, the "Managing Members") and may be deemed to have shared power to vote and dispose of the shares held by the Polaris Funds.
- (Continued from footnote 1) Each of the Managing Members and PVM disclaims beneficial ownership of the securities held by the Polaris Funds, and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.50 to \$31.61, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- 709,675 shares are held by PVPFF VI, 9,347,724 shares are held by PVP VI AIV, 2,297,950 shares are held by PVP VI Feeder and 498,468 shares are held by PVP VI. Each of the Managing Members and PVM disclaims beneficial ownership of the securities held by the Polaris Funds, and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interest therein.

**Remarks:**

[/s/ Lauren Crockett, as attorney in fact for Polaris Venture Management Co. VI, L.L.C.](#) 06/25/2020

[/s/ Lauren Crockett, as attorney in fact for Polaris Venture Management Co. VI, L.L.C., general partner of Polaris Venture Partners VI \(AIV\), L.P.](#) 06/25/2020

[/s/ Lauren Crockett, as attorney in fact for Polaris Venture Management Co. VI, L.L.C., general partner of Polaris Venture Partners Founders' Fund VI, L.P.](#) 06/25/2020

[/s/ Lauren Crockett, as attorney in fact for Polaris Venture Management Co. VI, L.L.C., general partner of Polaris Venture Partners VI, L.P.](#) 06/25/2020

[/s/ Lauren Crockett, as attorney in fact for Polaris Venture Management Co. VI, L.L.C., general partner of PVP VI \(AIV\) Feeder Corp. Holding Partnership, L.P.](#) 06/25/2020

\*\* 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 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.

