

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K  
Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2020

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO**  
Commission File Number 001-38792

**Alector, Inc.**

(Exact name of Registrant as specified in its Charter)

001-38792

(Commission File Number)

82-2933343

(IRS Employer  
Identification No.)

**Delaware**

(State or other jurisdiction of incorporation)

**131 Oyster Point Blvd, Suite 600**

**South San Francisco, California 94080**

(Address of principal executive offices, including zip code)

**(415) 231-5660**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock	ALEC	The Nasdaq Stock Market LLC (The Nasdaq Global Select Market)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2020 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$1,375.6 million, based on the closing price of the registrant's common stock, as reported by the Nasdaq Global Select Market on June 30, 2020 of \$24.44 per share.

The number of shares of the registrant's Common Stock outstanding as of February 15, 2021 was 79,584,442.

Portions of the registrant's Definitive Proxy Statement relating to the registrant's Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's 2020 fiscal year ended December 31, 2020.

**Alector, Inc.**  
**Annual Report on Form 10-K/A**

**TABLE OF CONTENTS**

	<u>Page</u>
PART IV	
Item 15. <a href="#">Exhibits, Financial Statement Schedules</a>	2
<a href="#">Signatures</a>	4

### **Explanatory Note**

This Amendment No. 1 (“Amendment”) on Form 10-K/A amends the annual report on Form 10-K of Alector, Inc. (the “Company”) for the period ended December 31, 2020, as filed with the Securities and Exchange Commission (the “Commission”) on February 25, 2021 (the “Form 10-K”).

This Amendment is an exhibit-only filing solely for the purpose of filing revised Exhibits 31.1 and 31.2 to comply with Section 302 of the Sarbanes-Oxley Act of 2002. No revisions are being made to the Company’s financial statements and this Amendment does not reflect events occurring after the filing of the Form 10-K, or modify or update those disclosures that may be affected by subsequent events, and no other changes are being made to any other disclosure contained in the Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

Number	Exhibit Title	Incorporated by Reference		
		Form	File No.	Exhibit
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>	8-K	001-38792	3.1
3.2	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	8-K	001-38792	3.1
4.1	<a href="#">Amended and Restated Registration Rights Agreement among the Registrant and certain of its stockholders, dated April 26, 2018.</a>	S-1	333-229152	4.1
4.2	<a href="#">Specimen common stock certificate of the Registrant.</a>	S-1	333-229152	4.2
4.3	<a href="#">Description of securities of the Registrant.</a>	10-K	001-38792	4.3
10.1+	<a href="#">Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.</a>	S-1	333-229152	10.1
10.2+	<a href="#">2017 Stock Option and Grant Plan, as amended, and forms of agreement thereunder.</a>	S-1	333-229152	10.2
10.3+	<a href="#">2019 Equity Incentive Plan and forms of agreements thereunder.</a>	S-1	333-229152	10.3
10.4+	<a href="#">2019 Employee Stock Purchase Plan</a>	S-1	333-229152	10.4
10.5+	<a href="#">Confirmatory Offer Letter between the Registrant and Arnon Rosenthal, Ph.D.</a>	S-1/A	333-229152	10.5
10.6+	<a href="#">Confirmatory Offer Letter between the Registrant and Robert Paul, M.D., Ph.D.</a>	S-1/A	333-229152	10.6
10.7+	<a href="#">Confirmatory Offer Letter between the Registrant and Robert King, Ph.D.</a>	S-1/A	333-229152	10.7
10.8+	<a href="#">Confirmatory Offer Letter between the Registrant and Sabah Oney, Ph.D.</a>	S-1/A	333-229152	10.8
10.9+	<a href="#">Confirmatory Offer Letter between the Registrant and Calvin Yu.</a>	S-1/A	333-229152	10.9
10.10+	<a href="#">Executive Incentive Compensation Plan.</a>	S-1	333-229152	10.1
10.11+	<a href="#">Outside Director Compensation Policy.</a>	10-K	001-38792	10.1
10.12+	<a href="#">Form of Change in Control and Severance Agreement between the Registrant and certain of its executive officers.</a>	S-1	333-229152	10.1
10.13	<a href="#">Lease between the Registrant and HCP Oyster Point III, LLC, dated June 27, 2018.</a>	S-1	333-229152	10.1

10.14#	<a href="#">Third Amended and Restated Collaboration Agreement between the Registrant and Adimab, dated September 19, 2016, as amended.</a>	S-1	333-229152
10.15#	<a href="#">Co-Development and Option Agreement between the Registrant and AbbVie Biotechnology, Ltd., dated October 16, 2017.</a>	S-1	333-229152
10.16#	<a href="#">2019 Collaboration Agreement between the Registrant and Adimab, LLC, dated August 16, 2019.</a>	10-Q	001-38792
10.17+	<a href="#">Offer Letter between the Registrant and Shehnaaz Suliman, M.D.</a>	8-K	001-38792
21.1	<a href="#">List of subsidiaries of Registrant.</a>	10-K	001-38792
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>	10-K	001-38792
24.1	<a href="#">Power of Attorney (included on the signature page to the Annual Report on Form 10-K).</a>	10-K	001-38792
31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>		
31.2	<a href="#">Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>		
32.1*	<a href="#">Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	10-K	001-38792
32.2*	<a href="#">Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	10-K	001-38792
101.INS	XBRL Instance Document		
101.SCH	XBRL Taxonomy Extension Schema Document		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document		
101.DEF	Taxonomy Extension Definition Linkbase Document		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document		

+ Indicated management contract or compensatory plan.

# Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment and this exhibit has been filed separately with the SEC.

\* The certifications attached as Exhibits 32.1 and 32.2 that accompany this Annual Report on Form 10-K/A are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K/A, irrespective of any general incorporation language contained in such filing.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ALECTOR, INC.**

Date: March 29, 2021

By: /s/ Arnon Rosenthal  
Arnon Rosenthal, Ph.D.  
Co-founder and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Arnon Rosenthal, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Alector, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 29, 2021

/s/ Arnon Rosenthal

---

**Arnon Rosenthal, Ph.D.**  
**Chief Executive Officer**  
**(Principal Executive Officer)**





**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Calvin Yu, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Alector, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 29, 2021

/s/ Calvin Yu

**Calvin Yu**  
**Vice President, Finance**  
**(Principal Financial and Accounting Officer)**

---

