

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>MCGUIRE TERRANCE</u>  (Last) (First) (Middle) <u>C/O POLARIS VENTURE PARTNERS LP</u> <u>ONE MARINA PARK DRIVE, 8TH FLOOR</u>  (Street) <u>BOSTON MA 02210</u>  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Common Stock	08/22/2023		J <sup>(1)</sup>		500,000 <sup>(2)(3)</sup>	D	\$0.00	11,353,817	I	See footnote <sup>(4)</sup>
Common Stock	08/22/2023		J <sup>(5)</sup>		6,429	A	\$0.00	54,996 <sup>(6)</sup>	D	
Common Stock	08/22/2023		J <sup>(7)</sup>		98,533 <sup>(8)(9)</sup>	A	\$0.00	98,553	I	See footnote <sup>(8)(9)</sup>
Common Stock	08/22/2023		J <sup>(10)</sup>		98,533 <sup>(8)(9)</sup>	D	\$0.00	0	I	See footnote <sup>(8)(9)</sup>
Common Stock	08/22/2023		J <sup>(11)</sup>		13,133	A	\$0.00	39,399	I	See footnote <sup>(12)</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)	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					

Explanation of Responses:

- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPFF VI"), Polaris Venture Partners VI (AIV), L.P. ("PVP VI AIV") and Polaris Venture Partners VI (AIV-B), L.P. (p/k/a PVP VI (AIV) Feeder Corp. Holding Partnership, L.P., "PVP VI AIV-B" and, together with PVPFF VI, PVP VI AIV and Polaris Venture Partners VI, L.P. ("PVP VI"), the "Polaris Funds").
- 27,606 shares were distributed by PVPFF VI, 379,180 shares were distributed by PVP VI AIV and 93,214 shares were distributed by PVP VI AIV-B. 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 the Reporting Person, 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 2) 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.
- 626,857 shares are held by PVPFF VI, 8,210,184 shares are held by PVP VI AIV, 2,018,308 shares are held by PVP VI AIV-B 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.
- Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by PVPFF VI.
- 26,250 of such shares are represented by restricted stock units, or RSUs, which vest on the earlier of (i) June 14, 2024 or (ii) the date of the Issuer's next annual meeting of stockholders.
- Represents a change in the form of ownership of PVM by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by the Polaris Funds.
- Shares held by PVM. 276 shares received from PVPFF VI, 78,869 shares received from PVP VI AIV and 19,388 shares received from PVP VI AIV-B. The Managing Members, including the Reporting Person who is a member of the Issuer's board of directors, are managing members of PVM and may be deemed to have shared power to vote and dispose of the shares held by the Polaris Funds.
- (Continued from footnote 8) Each of the Managing Members 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.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by PVM to its members.
- Represents a change in the form of ownership of McGuire Family 2008 GST Non-Exempt Irrevocable Trust ("McGuire Family Trust") by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by PVM.
- Shares held by McGuire Family Trust. The Reporting Person, a member of the Issuer's board of directors, is the donor of McGuire Family Trust and may be deemed to have shared power to vote and dispose of the shares held by McGuire Family Trust.

Remarks:

/s/ Lauren Crockett, as  
attorney in fact for Terrance 08/24/2023  
G. McGuire

\*\* 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.**