SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL						
OMB Number:	3235-0287					

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* ORBIMED ADVISORS LLC			2. Issuer Name and <u>Alector, Inc.</u>		ading Symbol	5. Relationship of Reporting P (Check all applicable) Director			X 10% Owner	
(Last) 601 LEXINGT(54TH FLOOR	(First) ON AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2020				Officer (give below)	title	Other (specify below)	
			4. If Amendment, D	ate of Origina	l Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)							Form filed b	y One Repor	ting Person	
NEW YORK	NY	10022-4629				X	Form filed by Person	y More than	One Reporting	
(City)	(State)	(Zip)								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security	r (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)	Secu	mount of urities eficially ied	6. Ownershi Form: Direc (D) or Indirect (I)		

		(Month/Day/Year)	[.]) 8)					Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/23/2020		S		11,057	D	\$26.05 ⁽¹⁾	6,591,410	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock	03/23/2020		S		3,541	D	\$26.05 ⁽¹⁾	2,110,336	I	See Footnotes ⁽³⁾⁽⁴⁾	
Common Stock	03/24/2020		S		51,235	D	\$24.45 ⁽⁵⁾	6,540,175	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock	03/24/2020		S		16,409	D	\$24.45 ⁽⁵⁾	2,093,927	I	See Footnotes ⁽³⁾⁽⁴⁾	
Common Stock	03/25/2020		S		42,727	D	\$24.66 ⁽⁶⁾	6,497,448	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock	03/25/2020		S		13,684	D	\$24.66 ⁽⁶⁾	2,080,243	I	See Footnotes ⁽³⁾⁽⁴⁾	

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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed		Expiration Date Amount of		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

1. Name and Address of Reporting Person*								
ORBIMED ADVISORS LLC								
(Last)	(First)	(Middle)						
601 LEXINGTON AVENUE								
54TH FLOOR								
(Street)								
NEW YORK	NY	10022-4629						
(City)	(State)	(Zip)						
1. Name and Address	s of Reporting Person [*]							
OrbiMed Capital GP IV LLC								
,								
(Last)	(First)	(Middle)						
601 LEXINGTON AVENUE, 54TH FLOOR								

(Street) NEW YORK	NY	10022		
(City)	(State)	(Zip)		

Explanation of Responses:

1. These shares of the Issuer's common stock ("Shares") were sold in a block order at a price of \$26.00.

2. The Shares are held of record by OrbiMed Private Investments IV-AL, LP ("OrbiMed IV-AL"). OrbiMed Capital GP IV LLC ("OrbiMed GP"), is the general partner of OrbiMed IV-AL. OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended (the "Investment Advisers Act"), is the managing member of OrbiMed GP. By virtue of such relationships, OrbiMed GP and OrbiMed Advisors may be deemed to have voting and investment power over the securities held by OrbiMed IV-AL and as a result may be deemed to have beneficial ownership over such securities.

3. Each of OrbiMed GP, and OrbiMed Advisors disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report on Form 4 shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

4. The Shares are held of record by OrbiMed Private Investments IV-AL (Feeder), LP ("OrbiMed IV-AL (Feeder)"). OrbiMed GP is the general partner of OrbiMed IV-AL (Feeder). OrbiMed Advisors is the managing member of OrbiMed GP. By virtue of such relationships, OrbiMed GP and OrbiMed Advisors may be deemed to have voting and investment power over the securities held by OrbiMed IV-AL (Feeder) and as a result may be deemed to have beneficial ownership over such securities.

5. These Shares were sold in a block order at a price of \$24.45.

6. These Shares were sold in a block order at a price of \$24.66.

/s/ Carl Gordon, Member of 03/25/2020 OrbiMed Advisors LLC /s/ Carl Gordon, Member of the General Partner of 03/25/2020 OrbiMed Capital GP IV LLC ** 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.