

**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>Third Rock Ventures III, L.P.</u> <hr/> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/23/2020	3. Issuer Name and Ticker or Trading Symbol <u>Nurix Therapeutics, Inc. [ NRIX ]</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) Form filed by One Reporting Person <input checked="" 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)
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**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 A-2 Preferred Stock	(1)	(1)	Common Stock	875,000	0.00	D <sup>(2)</sup>	
Series B Preferred Stock	(1)	(1)	Common Stock	4,508,333	0.00	D <sup>(2)</sup>	
Series D Preferred Stock	(1)	(1)	Common Stock	39,216	0.00	D <sup>(2)</sup>	

1. Name and Address of Reporting Person\*  
Third Rock Ventures III, L.P.  


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 (Last) (First) (Middle)  
 C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR  


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 (Street)  
 BOSTON MA 02116  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Third Rock Ventures GP III, L.P.  


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 (Last) (First) (Middle)  
 C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR  


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 (Street)  
 BOSTON MA 02116  


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 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">TRV GP III, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">C/O THIRD ROCK VENTURES, LLC</a>		
<a href="#">29 NEWBURY STREET, 3RD FLOOR</a>		
(Street)		
<a href="#">BOSTON</a>	<a href="#">MA</a>	<a href="#">02116</a>
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">LEVIN MARK J</a>		
(Last)	(First)	(Middle)
<a href="#">C/O THIRD ROCK VENTURES, LLC</a>		
<a href="#">29 NEWBURY STREET, 3RD FLOOR</a>		
(Street)		
<a href="#">BOSTON</a>	<a href="#">MA</a>	<a href="#">02116</a>
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">STARR KEVIN P</a>		
(Last)	(First)	(Middle)
<a href="#">C/O THIRD ROCK VENTURES, LLC</a>		
<a href="#">29 NEWBURY STREET, 3RD FLOOR</a>		
(Street)		
<a href="#">BOSTON</a>	<a href="#">MA</a>	<a href="#">02116</a>
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">TEPPER ROBERT I</a>		
(Last)	(First)	(Middle)
<a href="#">C/O THIRD ROCK VENTURES, LLC</a>		
<a href="#">29 NEWBURY STREET, 3RD FLOOR</a>		
(Street)		
<a href="#">BOSTON</a>	<a href="#">MA</a>	<a href="#">02116</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Each share of the Issuer's Series A-2 Preferred Stock, Series B Preferred Stock and Series D Preferred Stock will automatically convert into 1 share of the issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

2. The shares are directly held by Third Rock Ventures III, L.P. ("TRV III"). The general partner of TRV III is Third Rock Ventures GP III, L.P. ("TRV GP III"). The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV GP III LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

**Remarks:**

[/s/ Kevin Gillis, Chief  
Operating Officer of TRV  
GP III, LLC, general  
partner of Third Rock  
Ventures GP III, L.P.,  
general partner of Third  
Rock Ventures III, L.P.](#)

[07/23/2020](#)

/s/ Kevin Gillis, Chief 07/23/2020  
Operating Officer of TRV  
GP III, LLC, general  
partner of Third Rock  
Ventures GP III, L.P.

/s/ Kevin Gillis, Chief 07/23/2020  
Operating Officer of TRV  
GP III, LLC

/s/ Kevin Gillis by power 07/23/2020  
of attorney for Mark Levin

/s/ Kevin Gillis by power 07/23/2020  
of attorney for Kevin Starr

/s/ Kevin Gillis by power 07/23/2020  
of attorney for Dr. Robert  
Tepper

\*\* 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.**