SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

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

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hansen Gwenn	Nurix Therapeutics, Inc. [NRIX]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
C/O NURIX THERAPEUTICS, INC.	3. Date of Earliest Transaction (Month/Day/Year)	Chief Scientific Officer
1600 SIERRA POINT PKWY	10/30/2026	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BRISBANE CA 94005		☑ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2026		M		3,750	A	$0	120,977	D	
Common Stock	10/30/2026		M		2,859	A	$0	123,836	D	
Common Stock	10/30/2026		M		3,573	A	$0	127,409	D	
Common Stock	10/30/2026		S(1)		3,957	D	$26.2791(2)	123,452	D	
Common Stock	11/02/2026		M(3)		1,452	A	$1.86	124,904	D	
Common Stock	11/02/2026		S(3)		1,452	D	$26.8	123,452	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	$0(4)	10/30/2026		M			3,750	(5)	(6)	Common Stock	3,750	$0	7,500	D	
Restricted Stock Units	$0(4)	10/30/2026		M			2,859	(7)	(6)	Common Stock	2,859	$0	17,150	D	
Restricted Stock Units	$0(4)	10/30/2026		M			3,573	(8)	(6)	Common Stock	3,573	$0	35,730	D	
Employee Stock Option (right to buy)	$1.86	11/02/2026		M(3)			1,452	(9)	08/28/2029	Common Stock	1,452	$0	57,954	D	

Explanation of Responses:

1. The sales reported on this Form 4 represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units ("RSUs"). These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.

2. Represents the weighted average sale price. The lowest price at which shares were sold was $26.135 and the highest price at which shares were sold was $26.42. The Reporting Person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the Issuer or its stockholders, full information regarding the total number of shares sold at each separate price within the range set forth herein.

3. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

4. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.

5. The RSUs will vest as to 1/12 of the total award quarterly over three years, with the first quarterly increment vesting on July 30, 2024, subject to the Reporting Person's provision of services to the Issuer on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

6. RSUs do not expire; they either vest or are canceled prior to the vest date.

7. The RSUs will vest as to 1/12 of the total award quarterly over three years, with the first quarterly increment vesting on July 30, 2025, subject to the Reporting Person's provision of services to the Issuer on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

8. The RSUs will vest as to 1/12 of the total award quarterly over three years, with the first quarterly increment vesting on July 30, 2026, subject to the Reporting Person's provision of services to the Issuer on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

9. The stock option vested as to 1/48 of the total shares monthly beginning June 10, 2019 until the option was fully vested on May 10, 2023.

Remarks:

/s/ Daniel Burbach, as Attorney-in-Fact for Gwenn Hansen	11/02/2026
** 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.