

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>ROSEN TERRY J</b>  (Last) (First) (Middle)  <b>C/O ARCUS BIOSCIENCES, INC., 3928 POINT EDEN WAY</b>  (Street)  <b>HAYWARD, CA 94545</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Arcus Biosciences, Inc. [ RCUS ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/19/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/19/2018		C		2475654 <u>(1)</u>	A	<u>(2)</u>	3818078	I	By Trust
Common Stock	3/19/2018		P		66666 <u>(3)</u>	A	\$15.00	3884744	I	By Trust
Common Stock								189393 <u>(4)</u>	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Series A Convertible Preferred Stock	<u>(2)</u>	3/19/2018		C		2267676		<u>(2)</u>	<u>(2)</u>	Common Stock	2267676	<u>(2)</u>	0	I	By Trust
Series B Convertible Preferred Stock	<u>(2)</u>	3/19/2018		C		125012		<u>(2)</u>	<u>(2)</u>	Common Stock	125012	<u>(2)</u>	0	I	By Trust
Series C Convertible Preferred Stock	<u>(2)</u>	3/19/2018		C		82966		<u>(2)</u>	<u>(2)</u>	Common Stock	82966 <u>(5)</u>	<u>(2)</u>	0	I	By Trust

**Explanation of Responses:**

- (1) The total represents shares received upon conversion of shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock.
- (2) The reported security converted into the Issuer's Common Stock on a 1-for-1 basis automatically immediately prior to the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- (3) Represents shares purchased in the Issuer's initial public offering.
- (4) The total includes 126,262 shares of Common Stock acquired by the Reporting Person on January 12, 2018 for \$5.39 per share pursuant to the exercise of an option granted on January 4, 2018.
- (5) Represents shares of Series C Convertible Preferred Stock indirectly owned by the Reporting Person as a result of a trust's purchase of such shares from the Issuer on November 6, 2017 for \$11.6915 per share.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSEN TERRY J				

C/O ARCUS BIOSCIENCES, INC. 3928 POINT EDEN WAY HAYWARD, CA 94545	X		Chief Executive Officer	
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**Signatures**

/s/ Scott Paraker, Attorney-in-Fact

3/19/2018

\*\*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.

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