

## INITIAL STATEMENT OF 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

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| 1. Name and Address of Reporting Person *<br><b>FALBERG KATHRYN E</b>              | 2. Date of Event Requiring Statement (MM/DD/YYYY)<br><b>3/14/2018</b>  | 3. Issuer Name and Ticker or Trading Symbol<br><b>Arcus Biosciences, Inc. [RCUS]</b>   |
| (Last) (First) (Middle)<br><b>C/O ARCUS BIOSCIENCES, INC., 3928 POINT EDEN WAY</b> | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Street)<br><b>HAYWARD, CA 94545</b>   | 5. If Amendment, Date Original Filed (MM/DD/YYYY)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)   |  |  |

### 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) |
|---------------------------------|---|--|---|
| <b>Common Stock</b>             | <b>50504</b>  | <b>D</b>   |   |

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

| 1. Title of Derivate Security (Instr. 4)    | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: 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 |  |   |   |
| <b>Series C Convertible Preferred Stock</b> | <u>(1)</u>   | <u>(1)</u>      | <b>Common Stock</b>   | <b>17106</b>               | <b>\$11.6915</b>                                       | <b>I</b>  | <b>By Trust</b>                                       |

#### Explanation of Responses:

- (1) The reported security is convertible into the Issuer's Common Stock on a 1-for-1 basis at any time at the holder's election and shall automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>FALBERG KATHRYN E<br/>C/O ARCUS BIOSCIENCES, INC.<br/>3928 POINT EDEN WAY<br/>HAYWARD, CA 94545</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Scott S. Paraker, Attorney-in-Fact

3/14/2018

\*\*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 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 control number.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Arcus Biosciences, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints each of the persons listed on Exhibit A attached hereto, the undersigned's true and lawful attorney-in-fact to:

(1) complete and execute Form ID, "Update Passphrase Confirmation" form and Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determined to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(2) do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23 day of February, 2018.

/s/ Kathryn Falberg

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Kathryn Falberg

EXHIBIT A

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Jennifer Jarrett  
Carolyn Tang  
Marcia A. Hatch  
Heidi Mayon  
Colin Conklin  
Scott Paraker