

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>YAO TONY DUNG LING</u> (Last) (First) (Middle) <u>C/O 4D MOLECULAR THERAPEUTICS INC.</u> <u>5858 HORTON STREET #455</u> (Street) <u>EMERYVILLE CA 94608</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>4D Molecular Therapeutics Inc. [FDMT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/15/2020		C		2,864	A	(1)	2,864	D	
Common Stock	12/15/2020		C		455,326	A	(1)	455,326	I	See Footnote ⁽²⁾
Common Stock	12/15/2020		C		180,554	A	(3)	635,880	I	See Footnote ⁽²⁾
Common Stock	12/15/2020		P		425,000	A	\$23	1,060,880	I	See Footnote ⁽²⁾

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				
Series B Preferred Stock	(1)	12/15/2020		C			2,864	(1)	(1)	Common Stock	2,864	\$0.00	0	D	
Series B Preferred Stock	(1)	12/15/2020		C			455,326	(1)	(1)	Common Stock	455,326	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(3)	12/15/2020		C			180,554	(3)	(3)	Common Stock	180,554	\$0.00	0	I	See Footnote ⁽²⁾

Explanation of Responses:

- The Series B Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately upon the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- These securities are held of record by ArrowMark Life Science Fund, LP, ArrowMark Fundamental Opportunity Fund L.P., CF Ascent LLC, Iron Horse Investments, LLC, Lookfar Investments, LLC, Meridian Small Cap Growth Fund and THB Iron Rose, LLC Life Science Portfolio (together, the "ArrowMark Funds"). ArrowMark Colorado Holdings LLC ("ArrowMark Colorado") is an investment advisor to the ArrowMark Funds. The reporting person is employed as a portfolio manager for ArrowMark Colorado and has direct voting and dispositive control over the shares held by the ArrowMark Funds. The reporting person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- The Series C Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately upon the completion of the Issuer's initial public offering of Common Stock and had no expiration date.

/s/ August J. Moretti, Attorney-in-Fact for Tony Dung Ling Yao 12/17/2020

** 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.