

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).

1. Name and Address of Reporting Person* <u>Northpond Ventures GP, LLC</u> (Last) (First) (Middle) 7500 OLD GEORGETOWN ROAD, SUITE 850 (Street) BETHESDA MD 20814 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DICE Therapeutics, Inc. [DICE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2021	
	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	09/17/2021		C ⁽¹⁾		2,603,075	A	(1)	2,603,075	I	By: Northpond Ventures, LP ⁽³⁾
Common Stock	09/17/2021		C ⁽²⁾		454,796	A	(2)	3,057,871	I	By: Northpond Ventures II, LP ⁽⁴⁾
Common Stock	09/17/2021		P		235,000	A	\$17	3,292,871	I	By: Northpond Ventures II, LP ⁽⁴⁾

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 Convertible Preferred Stock	(1)	09/17/2021		C ⁽¹⁾			1,735,388	(1)	(1)	Common Stock	1,735,388	(1)	0	I	By: Northpond Ventures, LP ⁽³⁾
Series C Convertible Preferred Stock	(1)	09/17/2021		C ⁽¹⁾			867,687	(1)	(1)	Common Stock	867,687	(1)	0	I	By: Northpond Ventures, LP ⁽³⁾
Series C-1 Convertible Preferred Stock	(2)	09/17/2021		C ⁽²⁾			454,796	(2)	(2)	Common Stock	454,796	(2)	0	I	By: Northpond Ventures II, LP ⁽⁴⁾

1. Name and Address of Reporting Person*
Northpond Ventures GP, LLC
 (Last) (First) (Middle)
 7500 OLD GEORGETOWN ROAD, SUITE 850
 (Street)
 BETHESDA MD 20814
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Northpond Ventures, LP
 (Last) (First) (Middle)
 7500 OLD GEORGETOWN ROAD, SUITE 850
 (Street)

BETHESDA	MD	20814
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Northpond Ventures GP II, LLC		
(Last)	(First)	(Middle)
7500 OLD GEORGETOWN ROAD, SUITE 850		
(Street)		
BETHESDA	MD	20814
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Northpond Ventures II, LP		
(Last)	(First)	(Middle)
7500 OLD GEORGETOWN ROAD, SUITE 850		
(Street)		
BETHESDA	MD	20814
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Rubin Michael P.		
(Last)	(First)	(Middle)
7500 OLD GEORGETOWN ROAD, SUITE 850		
(Street)		
BETHESDA	MD	20814
(City)	(State)	(Zip)

Explanation of Responses:

1. Immediately prior to the closing of the initial public offering of DICE Therapeutics, Inc. (the "Issuer"), each share of Series B Convertible Preferred Stock, par value \$0.0001 per share (the "Series B Convertible Preferred Stock"), of the Issuer and each share of Series C Convertible Preferred stock, par value \$0.0001 per share of the Issuer (the "Series C Convertible Preferred Stock") automatically converted on a one-for-one basis into shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"). The right to convert the Series B Convertible Preferred Stock and Series C Preferred Stock into Common Stock had no expiration date.
2. Immediately prior to the closing of the initial public offering of the Issuer, each share of Series C-1 Convertible Preferred Stock, par value \$0.0001 per share (the "Series C-1 Convertible Preferred Stock"), of the Issuer automatically converted on a one-for-one basis into shares of the Issuer's Common Stock. The right to convert the Series C-1 Convertible Preferred Stock had no expiration date.
3. Northpond Ventures GP, LLC ("Northpond GP LLC") is the general partner of Northpond Ventures, LP ("Northpond Fund"), and Michael P. Rubin is the managing member of Northpond GP LLC. As a result, each of Northpond GP LLC and Mr. Rubin may be deemed to share beneficial ownership with respect to the shares held of record by Northpond Fund. Each of Northpond GP LLC and Mr. Rubin disclaim beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
4. Northpond Ventures GP II, LLC ("Northpond GP II LLC") is the general partner of Northpond Ventures II, LP ("Northpond Fund II"), and Michael P. Rubin is the managing member of Northpond GP II LLC. As a result, each of Northpond GP II LLC and Mr. Rubin may be deemed to share beneficial ownership with respect to the shares held of record by Northpond Fund II. Each of Northpond GP II LLC and Mr. Rubin disclaim beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

Remarks:

[Northpond Ventures GP, LLC,](#)
[By: /s/ Patrick Smerkers, Senior](#) 09/20/2021
[Vice President, Finance and](#)
[Operations](#)

[Northpond Ventures, LP, By:](#)
[Northpond Ventures GP, LLC,](#)
[its general partner, By: /s/](#) 09/20/2021
[Patrick Smerkers, Senior Vice](#)
[President, Finance and](#)
[Operations](#)

[Northpond Ventures GP II, LLC,](#)
[By: /s/ Patrick Smerkers, Senior](#) 09/20/2021
[Vice President, Finance and](#)
[Operations](#)

[Northpond Ventures II, LP, By:](#)
[Northpond Ventures GP II, LLC,](#)
[its general partner, By: /s/](#) 09/20/2021
[Patrick Smerkers, Senior Vice](#)
[President, Finance and](#)
[Operations](#)

[/s/ Michael P. Rubin](#) 09/20/2021

** 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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