

OMB APPROVAL	
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	0.5

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

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

1. Name and Address of Reporting Person* <u>venBio Global Strategic Fund, L.P.</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET, SUITE 595 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Metacrine, Inc. [MTCR]</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) 10/22/2021	
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	10/22/2021		S		75,035	D	\$1.6383 ⁽²⁾	2,984,088	D ⁽¹⁾	
Common Stock	10/25/2021		S		540,667	D	\$1.4907 ⁽³⁾	2,443,421	D ⁽¹⁾	

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					

1. Name and Address of Reporting Person* <u>venBio Global Strategic Fund, L.P.</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET, SUITE 595 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>venBio Global Strategic GP, L.P.</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET, SUITE 595 <hr/> (Street) SAN FRANCISCO CA 94158 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>venBio Global Strategic GP, Ltd.</u> <hr/> (Last) (First) (Middle) 1700 OWENS STREET, SUITE 595

(Street)
SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GOODMAN COREY S

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 595

(Street)
SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Adelman Robert J

(Last) (First) (Middle)

1700 OWENS STREET
SUITE 595

(Street)
SAN FRANCISCO CA 94158

(City) (State) (Zip)

Explanation of Responses:

1. The shares are held by venBio Global Strategic Fund, L.P. venBio Global Strategic GP, L.P. is the general partner of venBio Global Strategic Fund, L.P. and venBio Global Strategic GP, Ltd. is the general partner of venBio Global Strategic GP, L.P. Robert Adelman and Corey Goodman (collectively, the "Directors") are each a director of venBio Global Strategic GP, Ltd. Each of venBio Global Strategic GP, L.P., venBio Global Strategic GP, Ltd., and the Directors disclaims beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.62 to \$1.66, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.42 to \$1.59, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

venBio Global Strategic Fund,
L.P., by: venBio Global
Strategic GP, L.P., its general
partner, by: venBio Global
Strategic GP, Ltd., its general
partner, by: /s/ David
Pezeshki, as attorney-in-fact
venBio Global Strategic GP,
L.P., by: venBio Global
Strategic GP, Ltd., its general
partner, by: /s/ David Pezeshki
as attorney-in-fact
venBio Global Strategic GP,
Ltd., by: /s/ David Pezeshki,
as attorney-in-fact
Corey Goodman, by: /s/ David
Pezeshki, as attorney-in-fact
Robert Adelman, by: /s/ David
Pezeshki, as attorney-in-fact

10/26/2021

10/26/2021

10/26/2021

10/26/2021

10/26/2021

** 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.

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.