SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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* Anders Jack	2. Date of Even Requiring State (Month/Day/Yea 02/12/2020	ment	3. Issuer Name and Ticker or Trading Symbol <u>Revolution Medicines, Inc.</u> [RVMD]					
(Last) (First) (Middle) C/O REVOLUTION MEDICINES, INC. 700 SAGINAW DRIVE (Street) REDWOOD CITY CA 94063			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) See Remark	10% Owne Other (spec below)	r sify 6. Inc Appli	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City) (State) (Zip)								
	Table I - No	n-Derivati	ive Securities Beneficiall	y Owned				
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)	Form: Direc	8. Ownership Form: Direct (D) or Indirect (I) Instr. 5)		Beneficial Ownership	
(6			e Securities Beneficially nts, options, convertible		5)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	rivative or Indirect		
Stock Option (Right to Buy)	(2)	08/08/2029	Common Stock	5,137(1)	4.73 ⁽¹⁾	D		
Stock Option (Right to Buy)	(3)	09/26/2028	Common Stock	82,201(1)	2.68(1)	D		
Stock Option (Right to Buy)	(4)	03/12/2029	Common Stock	5,137(1)	4.09(1)	D		

Explanation of Responses:

1. Reflects a 1-for-4.8661 reverse stock split of the Issuer's outstanding securities effected prior to the effectiveness of the Issuer's S-1 Registration Statement.

2. This option is early exercisable. One forty-eighth (1/48th) of the shares subject to the option will vest on each monthly anniversary measured from August 9, 2019 (the "Vesting Commencement Date"), so that 100% of the shares subject to the option will be fully vested and exercisable as of the fourth anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.

3. This option is early exercisable. Twenty-five percent of the total shares subject to the option vest on the first anniversary measured from August 16, 2018 (the "Vesting Commencement Date") and one forty-eighth (1/48th) of the shares subject to the option will vest on each monthly anniversary of the Vesting Commencement Date thereafter, so that 100% of the shares subject to the option will be fully vested and exercisable as of the fourth anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.

4. This option is early exercisable. One forty-eighth (1/48th) of the shares subject to the option will vest on each monthly anniversary measured from March 13, 2019 (the "Vesting Commencement Date"), so that 100% of the shares subject to the option will be fully vested and exercisable as of the fourth anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.

Remarks:

Vice President, Finance and Principal Accounting Officer

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101	Incla	Anders	
15/	JAUK	Anders	

02/12/2020

** Signature of Reporting Person

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 Number.

Date

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of (i) the Chief Executive Officer of Revolution Medicines, Inc., a Delaware corporation (the "*Company*"), who is currently Mark A. Goldsmith, (ii) the Company's General Counsel, who is currently Margaret Horn, (iii) the Company's Principal Financial Officer, who is currently Jack Anders and (iv) the Company's Principal Accounting Officer, who is currently Jack Anders and their respective successors, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneyin-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. 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 Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("*Prior Powers of Attorney*"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of November, 2019.

<u>/s/ Jack Anders</u> Jack Anders