

OMB APPROVAL	
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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>DRACHMAN JONATHAN G</u>  (Last) (First) (Middle) C/O NEOLEUKIN THERAPEUTICS, INC. 401 TERRY AVENUE NORTH  (Street) SEATTLE WA 98109  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Neoleukin Therapeutics, Inc. [ NLTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2019</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	08/08/2019		A		334,428	A	(I)	334,428	D		
Series A Preferred Stock <sup>(2)</sup>	08/08/2019		A		7,428	A	(I)	7,428	D		

**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					

**Explanation of Responses:**

- In connection with the merger of Neoleukin Therapeutics, Inc. ("Neoleukin") into Apollo Sub, Inc. (the "Merger"), 950,000 shares of Common Stock of Neoleukin held by the Reporting Person were exchanged for 334,428 shares of Common Stock and 7,428 shares of Series A Convertible Preferred Stock.
- Each share of Series A Convertible Preferred Stock will become convertible into 100 shares of the Issuer's Common Stock, subject to and contingent upon the approval of the Issuer's stockholders in accordance with the Nasdaq Stock Market Rules. Under the terms of the Agreement and Plan of Merger (the "Merger Agreement") dated August 5, 2019, among Neoleukin, Aquinox Pharmaceuticals, Inc. (the "Issuer") and Apollo Sub, Inc., the Issuer has agreed to use commercially reasonable efforts to call and hold a meeting of the Issuer's stockholders to obtain the requisite approval for the conversion of the Series A Convertible Preferred Stock into shares of Common Stock, for purposes of the Nasdaq Stock Market Rules, as soon as practicable and in any event no later than 100 days after the date of the Merger Agreement.

/s/ Karam Alam, Attorney-in-fact for Jonathan G. Drachman 08/12/2019

\*\* 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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