

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>Versant Venture Capital VI, L.P.</u> (Last) (First) (Middle) ONE SANSOME STREET, SUITE 3630 (Street) SAN FRANCISCO CA 94104 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pandion Therapeutics, Inc. [PAND]</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) 07/21/2020	
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	07/21/2020		C		3,176,507	A	(1)	3,176,507	D ⁽²⁾	
Common Stock	07/21/2020		C		577,544	A	(1)	577,544	I	See footnote ⁽³⁾

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 A Preferred Stock	(1)	07/21/2020		C		14,452,795	(1)	(1)	Common Stock	2,834,220	\$0.00	0	D ⁽²⁾		
Series B Preferred Stock	(1)	07/21/2020		C		1,745,458	(1)	(1)	Common Stock	342,287	\$0.00	0	D ⁽²⁾		
Series B Preferred Stock	(1)	07/21/2020		C		1,245,330	(1)	(1)	Common Stock	244,211	\$0.00	0	I	See footnote ⁽³⁾	
Simple Agreement for Future Equity	(4)	07/21/2020		C		333,333	(4)	(4)	Common Stock	333,333	\$0.00	0	I	See footnote ⁽³⁾	

1. Name and Address of Reporting Person*
Versant Venture Capital VI, L.P.
 (Last) (First) (Middle)
 ONE SANSOME STREET, SUITE 3630
 (Street)
 SAN FRANCISCO CA 94104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Versant Vantage I, L.P.
 (Last) (First) (Middle)
 ONE SANSOME STREET SUITE 3630
 (Street)
 SAN FRANCISCO CA 94104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Versant Ventures VI GP, L.P.

(Last)	(First)	(Middle)
ONE SANSOME STREET SUITE 3630		
(Street)		
SAN FRANCISCO CA		94104
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Versant Ventures VI GP-GP, LLC		
(Last) (First) (Middle)		
ONE SANSOME STREET SUITE 3630		
(Street)		
SAN FRANCISCO CA		94104
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Versant Vantage I GP, L.P.		
(Last) (First) (Middle)		
ONE SANSOME STREET SUITE 3630		
(Street)		
SAN FRANCISCO CA		94104
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Versant Vantage I GP-GP, LLC		
(Last) (First) (Middle)		
ONE SANSOME STREET SUITE 3630		
(Street)		
SAN FRANCISCO CA		94104
(City) (State) (Zip)		

Explanation of Responses:

1. The Series A Preferred Stock and Series B Preferred Stock converted into Common Stock on a 5.0994-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A Preferred Stock and Series B Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
2. The reportable securities are owned directly by Versant Venture Capital VI, L.P. ("Versant VI"). Versant Ventures VI GP, L.P. ("Versant Ventures VI GP") is the general partner of Versant VI, and Versant Ventures VI GP-GP, LLC ("Versant Ventures VI GP-GP") is the general partner of Versant Ventures VI GP. Versant Ventures VI GP and Versant Ventures VI GP-GP may be deemed to indirectly beneficially own the shares beneficially owned by Versant VI, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.
3. The reportable securities are owned directly by Versant Vantage I, L.P. ("Versant Vantage I"). Versant Vantage I GP, L.P. ("Versant Vantage I GP") is the general partner of Versant Vantage I, and Versant Vantage I GP-GP, LLC ("Versant Vantage I GP-GP") is the general partner of Versant Vantage I GP. Versant Vantage I GP and Versant Vantage I GP-GP may be deemed to indirectly beneficially own the shares beneficially owned by Versant Vantage I, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.
4. The Simple Agreement for Future Equity converted into Common Stock automatically upon the closing of the Issuer's initial public offering and had no expiration date.

Remarks:

[/s/ Versant Venture Capital VI, L.P. By: Versant Ventures VI GP, L.P. Its: General Partner By: Versant Ventures VI GP-GP, LLC Its: General Partner By: Robin L. Praeger Its: Managing Director](#) 07/21/2020

[/s/ Versant Vantage I, L.P. By: Versant Vantage I GP, L.P. Its: General Partner By: Versant Vantage I GP-GP, LLC Its: General Partner By: Robin L. Praeger Its: Managing Director](#) 07/21/2020

[/s/ Versant Ventures VI GP, L.P. By: Versant Ventures VI GP-GP, LLC Its: General Partner By: Robin L. Praeger Its: Managing Director](#) 07/21/2020

[/s/ Versant Vantage I GP, L.P. By: Versant Vantage I GP-GP, LLC Its: General Partner By: Robin L. Praeger Its: Managing Director](#) 07/21/2020

/s/ Versant Ventures VI GP-GP, 07/21/2020

LLC By: Robin L. Praeger Its:
Managing Director

/s/ Versant Vantage I GP-GP,

LLC By: Robin L. Praeger Its: 07/21/2020
Managing Director

** 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.