

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Trager James</u>  (Last) (First) (Middle) <u>C/O NKARTA, INC.</u> <u>6000 SHORELINE COURT, SUITE 102</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nkarta, Inc. [ NKTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2021</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	02/01/2021		M <sup>(1)</sup>		2,250	A	\$3.89	50,672	D	
Common Stock	02/01/2021		S <sup>(1)</sup>		2,034	D	\$38.07 <sup>(2)</sup>	48,638	D	
Common Stock	02/01/2021		S <sup>(1)</sup>		1,566	D	\$39.46 <sup>(3)</sup>	47,072	D	
Common Stock	02/02/2021		M <sup>(1)</sup>		2,800	A	\$18	49,872	D	
Common Stock	02/02/2021		S <sup>(1)</sup>		2,800	D	\$40	47,072	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					
Stock Option (right to buy)	\$3.89	02/01/2021		M <sup>(1)</sup>		2,250	(4)	09/05/2029	Common Stock	2,250	\$0.00	59,912	D	
Stock Option (right to buy)	\$18	02/02/2021		M <sup>(1)</sup>		2,800	(5)	07/08/2030	Common Stock	2,800	\$0.00	79,600	D	

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the reporting person at least 90 days prior to the trading date.
- This transaction was executed in multiple trades at prices ranging from \$37.71 to \$38.52. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$39.00 to \$39.65. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This option originally covered 62,162 shares of NKTX common stock and was scheduled to vest and become exercisable in 48 equal monthly installments occurring on the completion of each successive month of the Reporting Person's service to the Issuer following September 5, 2019.
- This option originally covered 82,400 shares of NKTX common stock and was scheduled to vest and become exercisable in 48 equal monthly installments occurring on the completion of each successive month of the Reporting Person's service to the Issuer following July 9, 2020.

**Remarks:**

/s/ Alicia Hager, as attorney-in-fact 02/03/2021

\*\* 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.