

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>Brandenberger Ralph</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)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2021</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	06/02/2021		M <sup>(1)</sup>		340	A	\$0.41	340	D	
Common Stock	06/02/2021		M <sup>(1)</sup>		405	A	\$4.77	745	D	
Common Stock	06/02/2021		M <sup>(1)</sup>		1,358	A	\$3.89	2,103	D	
Common Stock	06/02/2021		M <sup>(1)</sup>		2,037	A	\$3.89	4,140	D	
Common Stock	06/02/2021		S <sup>(1)</sup>		4,140	D	\$24.5	0	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						Title
Stock Option (right to buy)	\$0.41	06/02/2021		M <sup>(1)</sup>			340	(2)	07/18/2028	Common Stock	340	\$0.00	8,387	D	
Stock Option (right to buy)	\$4.77	06/02/2021		M <sup>(1)</sup>			405	(3)	05/10/2029	Common Stock	405	\$0.00	10,000	D	
Stock Option (right to buy)	\$3.89	06/02/2021		M <sup>(1)</sup>			1,358	(4)	09/05/2029	Common Stock	1,358	\$0.00	33,500	D	
Stock Option (right to buy)	\$3.89	06/02/2021		M <sup>(1)</sup>			2,037	(5)	09/05/2029	Common Stock	2,037	\$0.00	50,250	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.
- The option is vested and exercisable as to 6,498 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on April 2, 2022.
- The option is vested and exercisable as to 5,721 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on December 6, 2022.
- The option is vested and exercisable as to 5,583 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on July 1, 2024.
- The option is vested and exercisable as to 18,561 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on September 5, 2023.

**Remarks:**

Sr. VP, Technical Operations

/s/ Alicia Hager, as Attorney-in-Fact 06/04/2021

\*\* 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.

