

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

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>New Leaf Ventures II, L.P.</u> (Last) (First) (Middle) C/O NEW LEAF VENTURES 420 LEXINGTON AVENUE, SUITE 408 (Street) NEW YORK NY 10170 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Principia Biopharma Inc. [PRNB]</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) 08/13/2019	
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	08/13/2019		S		250,009	D	\$35	1,938,167	I	See footnote ⁽¹⁾⁽²⁾
Common Stock	08/13/2019		S		49,991	D	\$35	387,546	I	See footnote ⁽³⁾⁽⁴⁾

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					

1. Name and Address of Reporting Person* <u>New Leaf Ventures II, L.P.</u> (Last) (First) (Middle) C/O NEW LEAF VENTURES 420 LEXINGTON AVENUE, SUITE 408 (Street) NEW YORK NY 10170 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[New Leaf Venture Associates II, L.P.](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
420 LEXINGTON AVENUE, SUITE 408

(Street)

NEW YORK NY 10170

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[New Leaf Venture Management II, L.L.C.](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
420 LEXINGTON AVENUE, SUITE 408

(Street)

NEW YORK NY 10170

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[New Leaf Biopharma Opportunities II, L.P.](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
420 LEXINGTON AVENUE, SUITE 408

(Street)

NEW YORK NY 10170

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[New Leaf BPO Associates II, L.P.](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
420 LEXINGTON AVENUE, SUITE 408

(Street)

NEW YORK NY 10170

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[New Leaf BPO Management II, L.L.C](#)

(Last) (First) (Middle)

C/O NEW LEAF VENTURES
420 LEXINGTON AVENUE, SUITE 408

(Street)

NEW YORK NY 10170

(City) (State) (Zip)

Explanation of Responses:

1. These shares are held directly by New Leaf Ventures II, L.P. ("NLV-II"). The general partner of NLV-II is New Leaf Venture Associates II, L.P. ("NLVA-II"). The general partner of NLVA-II is New Leaf Venture Management II, L.L.C. ("Management-II"). Each of NLVA-II and Management-II disclaim beneficial ownership of these securities and this report shall not be deemed an admission that NLVA-II or Management-II are beneficial owners of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein. Each of Ronald M. Hunt and Vijay K. Lathi, the managers of Management-II (each, a "NLV-II Manager" and collectively, the "NLV-II Managers"), New Leaf Venture Partners, L.L.C. (together with its affiliates, "New Leaf Ventures"), may each, by virtue of their respective affiliations with and/or interests in New Leaf Ventures, be deemed to have shared voting and investment power with respect to these securities.
2. Each of the NLV-II Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
3. These shares are held directly by New Leaf Ventures Biopharma Opportunities II, L.P. ("BPO-II"). The general partner of BPO-II is New Leaf BPO Associates II, L.P. ("NLBA-II"). The general partner of NLBA-II is New Leaf BPO Management II, L.L.C. ("BPO Management-II"). Each of NLBA-II and BPO Management-II disclaim beneficial ownership of these securities and this report shall not be deemed an admission that NLBA-II or BPO Management-II are beneficial owners of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein. Each of Ronald M. Hunt, Vijay K. Lathi and Isaac J. Manke, the managers of BPO Management-II (each, a "BPO-II Manager" and collectively, the "BPO-II Managers"), each, by virtue of their respective affiliations with and/or interests in New Leaf Ventures, be deemed to have shared voting and investment power with respect to these securities.
4. Each of the BPO-II Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

New Leaf Ventures II, L.P., By:
New Leaf Venture Associates
II, L.P., its general partner, By:
New Leaf Venture 08/15/2019
Management II, L.L.C., its
general partner, By: /s/ Craig
Slutzkin, Chief Financial
Officer

New Leaf Venture Associates
II, L.P., By: New Leaf Venture
Management II, L.L.C., its 08/15/2019
general partner, by /s/ Craig
Slutzkin, Chief Financial
Officer

New Leaf Venture
Management II, L.L.C., By: /s/ 08/15/2019
Craig Slutzkin, Chief
Financial Officer

New Leaf Biopharma
Opportunities II, L.P., By: New
Leaf BPO Associates II, L.P.,
its general partner, By: New 08/15/2019
Leaf BPO Management II,
L.L.C., its general partner, By:
/s/ Craig Slutzkin, Chief
Financial Officer

New Leaf BPO Associates II,
L.P., By: New Leaf BPO
Management II, L.L.C., its 08/15/2019
general partner, By: /s/ Craig
Slutzkin, Chief Financial
Officer

New Leaf BPO Management
II, L.L.C., By: /s/ Craig 08/15/2019
Slutzkin, Chief Financial
Officer

** 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.