

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Third Rock Ventures II, L.P.</u> <hr/> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2017	3. Issuer Name and Ticker or Trading Symbol <u>Jounce Therapeutics, Inc. [JNCE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	542,005	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(2)	(2)	Common Stock	9,688,344	(2)	D ⁽¹⁾	
Series A Preferred Stock	(2)	(2)	Common Stock	3,048,780	(2)	D ⁽³⁾	

1. Name and Address of Reporting Person* <u>Third Rock Ventures II, L.P.</u> <hr/> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Third Rock Ventures GP II, L.P.</u> <hr/> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*

TRV GP II, LLC

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Third Rock Ventures III, L.P.

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC,
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Third Rock Ventures GP III, L.P.

(Last) (First) (Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

TRV GP III, LLC

(Last) (First) (Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

LEVIN MARK J

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
STARR KEVIN P		
(Last)	(First)	(Middle)
C/O THIRD ROCK VENTURES, LLC, 29 NEWBURY STREET, 3RD FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

Explanation of Responses:

1. These shares are directly held by Third Rock Ventures II, L.P. ("TRV II"). The general partner of TRV II is Third Rock Ventures GP II, L.P. ("TRV GP II"). The general partner of TRV GP II is TRV GP II, LLC ("TRV GP II LLC"). The individual managers of TRV GP II LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP II, TRV GP II LLC, Levin, Starr and Tepper disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.
2. Each share of Series A Preferred Stock is convertible, at any time, at the holder's election, into Common Stock of the Issuer on a one-for-3.69 basis. In addition, effective upon the closing of the Issuer's initial public offering of its Common Stock, each share of preferred stock will automatically convert on a one-for-3.69 basis without payment or consideration. The preferred stock has no expiration date.
3. The shares are directly held by Third Rock Ventures III, L.P. ("TRV III"). The general partner of TRV III is Third Rock Ventures GP III, L.P. ("TRV GP III"). The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV GP III LLC are Levin, Starr and Tepper. Each of TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

Remarks:

/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC, general partner of Third Rock Ventures GP II, L.P., general partner of Third Rock Ventures II, L.P.	01/26/2017
/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC, general partner of Third Rock Ventures GP II, L.P.	01/26/2017
/s/ Kevin Gillis, Chief Financial Officer of TRV GP II, LLC	01/26/2017
/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P., general partner of Third Rock Ventures III, L.P.	01/26/2017
/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P.	01/26/2017
/s/ Kevin Gillis, Chief Financial Officer of TRV GP III, LLC	01/26/2017
/s/ Kevin Gillis by power of attorney for Mark Levin	01/26/2017
/s/ Kevin Gillis by power of attorney for Kevin Starr	01/26/2017
** 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 5 (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.