

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>MURRAY RICHARD /CA/</u>  (Last) (First) (Middle) C/O JOUNCE THERAPEUTICS, INC. 780 MEMORIAL DRIVE  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jounce Therapeutics, Inc. [ JNCE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO and President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2023	
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	01/09/2023		S <sup>(1)</sup>		20,191	D	\$1.1 <sup>(2)</sup>	252,886	D	
Common Stock	01/10/2023		S <sup>(1)</sup>		24,879	D	\$1.12 <sup>(3)</sup>	228,007	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					

**Explanation of Responses:**

- Pursuant to an automatic sell-to-cover imposed by the terms of the initial grant of the restricted stock units ("RSUs") awards, the shares were sold upon the vesting of the RSUs solely to cover applicable withholding taxes.
- Represents the weighted average share price of an aggregate total of 20,191 shares sold in the price range of \$1.03 to \$1.17 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission Staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Represents the weighted average share price of an aggregate total of 24,879 shares sold in the price range of \$1.05 to \$1.15 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission Staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Caroline Gammill, Attorney-in-fact 01/11/2023

\*\* 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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Kim C. Drapkin, Jacquelyn Fahey Sandell, Elizabeth (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer and/or stockholder of Jounce Therapeutics (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to the undersigned. The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever that may be necessary or desirable to carry out the purposes of this Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Forms 14 IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of December, 2022.  
/s/ Richard Murray  
Name: Richard Murray