

| OMB APPROVAL                                 |           |
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**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*<br><u>Ghosh Anirvan</u><br><br>(Last) (First) (Middle)<br>C/O UNITY BIOTECHNOLOGY, INC.<br>285 EAST GRAND AVENUE<br><br>(Street)<br>SOUTH SAN FRANCISCO CA 94080<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Unity Biotechnology, Inc. [ UBX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Executive Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/13/2020                          |   |
|   | 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, \$0.0001 par value | 09/13/2020                           |  | A                              |   | 300,000 <sup>(1)</sup>  | A          | \$0.00 | 600,000 <sup>(1)(2)(3)(4)(5)</sup>  | 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)                | \$2.94   | 09/13/2020                           |  | A                              |   | 250,000  |     | (6)  | 09/12/2030      | Common Stock  | 250,000                                    | \$0.00   | 250,000   | D  |       |

**Explanation of Responses:**

- Represents 300,000 Restricted Stock Units ("RSUs") one-third of which vests on September 13, 2021 with the remaining RSUs vesting in equal quarterly installments over a two year period thereafter. Each RSU constitutes the right to receive one share of Common Stock of the Issuer upon vesting.
- Includes Stock Award consisting of 30,000 fully-vested shares of Common Stock of the Issuer, the value of which is subject to claw back in connection with certain terminations of the Reporting Person's employment prior to the first anniversary of the date of issuance.
- Includes 120,000 RSUs which vest in equal annual installments over a three year period measured from the grant date, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date. Each RSU constitutes the right to receive one share of Common Stock of the Issuer upon vesting.
- Includes 150,000 Performance Stock Units ("PSUs") which vest as to 50,000 PSUs upon the attainment of (a) a volume-weighted average per share closing trading price of the Common Stock of the Issuer of at least \$36.875 over a trailing 30-day period (subject to adjustment for stock splits and the like) or (b) a change in control transaction in which the price per share to the holders of the Common Stock of the Issuer is at least \$36.875 (subject to adjustment for stock splits and the like) and as to 100,000 PSUs (x) at such time as the Issuer's market capitalization reaches at least \$2.5 billion, as measured based on the volume weighted average closing trading price over a trailing 30 day period or (y) a change in control transaction in which the consideration paid to the Issuer's stockholders is equal to at least \$2.5 billion, in each case, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.
- (Continued from footnote 4) Each PSU constitutes the right to receive one share of Common Stock of the Issuer upon vesting.
- The underlying shares vest and become exercisable pursuant to the following schedule: Twenty Five Percent (25%) of the shares subject to the option vested on September 13, 2021 (the "Vesting Commencement Date"), and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.

**Remarks:**

/s/ Tamara L. Tompkins,  
Attorney-in-Fact for Anirvan Ghosh 09/15/2020

\*\* 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.