

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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Estimated average burden
hours per response: 0.5Filed 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>Shook David</u> (Last) (First) (Middle) <u>C/O NKARTA, INC.</u> <u>6000 SHORELINE COURT, SUITE</u> <u>102</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Nkarta, Inc. [NKTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>22,977⁽¹⁾</u>	<u>D</u>	

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			
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>07/08/2030</u>	<u>Common Stock</u>	<u>13,300</u>	<u>18</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(3)</u>	<u>07/08/2030</u>	<u>Common Stock</u>	<u>4,300</u>	<u>18</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>07/08/2030</u>	<u>Common Stock</u>	<u>4,800</u>	<u>18</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>01/07/2031</u>	<u>Common Stock</u>	<u>4,680</u>	<u>54.89</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>04/29/2031</u>	<u>Common Stock</u>	<u>150</u>	<u>31.85</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(7)</u>	<u>01/13/2032</u>	<u>Common Stock</u>	<u>3,310</u>	<u>12.14</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(8)</u>	<u>04/28/2032</u>	<u>Common Stock</u>	<u>5,000</u>	<u>18.44</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(9)</u>	<u>05/15/2032</u>	<u>Common Stock</u>	<u>7,000</u>	<u>13.86</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(10)</u>	<u>06/16/2032</u>	<u>Common Stock</u>	<u>35,000</u>	<u>12.25</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(11)</u>	<u>08/19/2032</u>	<u>Common Stock</u>	<u>30,000</u>	<u>16.46</u>	<u>D</u>	

Explanation of Responses:

- Includes 1,660 Restricted Stock Units ("RSUs") which vest in four equal annual installments beginning on January 14, 2023, 5,000 RSUs which vest in four equal annual installments beginning on June 17, 2023, and 15,000 RSUs which vest in four equal annual installments beginning on August 20, 2023. Each RSU represents a contingent right to receive one share of Common Stock of the Issuer.
- The option is vested and exercisable as to 8,589 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on June 1, 2024.
- The option is vested and exercisable as to 2,687 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 3,000 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on July 9, 2024.
- The option is vested and exercisable as to 2,340 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on January 8, 2025.

6. The option is vested and exercisable as to 62 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on April 30, 2025.
7. The option is vested and exercisable as to 759 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on January 14, 2026.
8. The option is vested and exercisable as to 833 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on April 29, 2026.
9. The option is vested and exercisable as to 1,021 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on May 16, 2026.
10. The option is vested and exercisable as to 4,375 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on June 17, 2026.
11. The option is vested and exercisable as to 2,500 shares, and the remaining shares will vest and become exercisable ratably in monthly installments until fully vested on August 20, 2026.

Remarks:

/s/ Alicia Hager, as
Attorney-in-Fact

01/10/2023

** 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 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.

The undersigned hereby constitutes and appoints each of Paul Hastings, Chief Executive Officer, and Alicia Hager, JD, PhD, Chief Legal Officer, of Nkarta, Inc., a Delaware corporation (the "Company"), so long as each is employed at the Company, and C. Brophy Christensen and Regina Braman, each of O'Melveny & Myers LLP ("OMM"), outside counsel to the Company, so long as each is employed at OMM, as his true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and resubstitution for him and in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any of the securities of the undersigned, the following:

- (i) any Form ID to be filed with the Securities and Exchange Commission (the "SEC");
- (ii) any Update Passphrase Request to be filed with the SEC;
- (iii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iv) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
- (v) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (vi) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC; and
- (vii) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to each Attorney-In-Fact to seek and obtain as his representative and on his behalf, information on transactions in the securities of the undersigned from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release such information to each Attorney-In-Fact and approves and ratifies any such release of information.

The undersigned hereby grants unto each Attorney-In-Fact full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such Attorney-In-Fact or substitute may do or cause to be done by virtue hereof.

The undersigned acknowledges that:

- (i) neither the Company nor any Attorney-In-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until revoked by the undersigned in a signed writing delivered to each Attorney-In-Fact.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2022.

/s/ DAVID SHOOK

DAVID SHOOK