

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* GOODMAN COREY S (Last) (First) (Middle) C/O VENBIO PARTNERS, LLC 1700 OWENS STREET, SUITE 595 (Street) SAN FRANCISCO CA 94010 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ALX ONCOLOGY HOLDINGS INC [ALXO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2020	
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	07/21/2020		C		3,100,020	A	(1)	3,969,789 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock	07/21/2020		P		850,000	A	\$19	850,000	I	See footnote ⁽⁴⁾
Common Stock	07/21/2020		C		3,941,949	A	(1)(5)(6)	5,268,325 ⁽⁷⁾	I	See footnote ⁽⁴⁾
Common Stock	07/21/2020		C		93,969	A	(1)(5)	113,287 ⁽⁸⁾	I	See footnote ⁽⁹⁾
Common Stock	07/21/2020		C		52,647	A	(6)	54,083 ⁽¹⁰⁾	I	See footnote ⁽¹¹⁾
Common Stock								461,811	I	See footnote ⁽¹²⁾

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	Amount or Number of Shares				
Series A Convertible Stock	(1)	07/21/2020		C		3,100,020		(1)	(1)	Common Stock	3,100,020	(1)	0	I	See footnote ⁽³⁾
Series A Convertible Stock	(1)	07/21/2020		C		2,398,588		(1)	(1)	Common Stock	2,398,588	(1)	0	I	See footnote ⁽⁴⁾
Series B Convertible Stock	(5)	07/21/2020		C		490,411		(5)	(5)	Common Stock	490,411	(5)	0	I	See footnote ⁽⁴⁾
Series C Convertible Stock	(6)	07/21/2020		C		1,052,950		(6)	(6)	Common Stock	1,052,950	(6)	0	I	See footnote ⁽⁴⁾
Series A Convertible Stock	(1)	07/21/2020		C		78,175		(1)	(1)	Common Stock	78,175	(1)	0	I	See footnote ⁽⁹⁾
Series B Convertible Stock	(5)	07/21/2020		C		15,794		(5)	(5)	Common Stock	15,794	(5)	0	I	See footnote ⁽⁹⁾
Series C Convertible Stock	(6)	07/21/2020		C		52,647		(6)	(6)	Common Stock	52,647	(6)	0	I	See footnote ⁽¹¹⁾

Explanation of Responses:

- Each share of Series A Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- Includes 869,618 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.
- The shares are held of record by venBio Global Strategic Fund, L.P. venBio Global Strategic GP, L.P. is the general partner of venBio Global Strategic Fund, L.P. and venBio Global Strategic GP, Ltd. is the general partner of venBio Global Strategic GP, L.P. The reporting person, a director of venBio Global Strategic GP, Ltd., disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.
- The shares are held of record by venBio Global Strategic Fund II, L.P. venBio Global Strategic GP II, LP is the sole general partner of venBio Global Strategic Fund II, LP and venBio Global Strategic GP II, Ltd. is the sole general partner of venBio Global Strategic GP II, L.P. The reporting person, a director of venBio Global Strategic GP II, Ltd., disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.

5. Each share of Series B Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
6. Each share of Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
7. Includes 476,376 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.
8. Includes 19,318 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.
9. The shares are held of record by the Goodman Barinaga Trust for which the reporting person serves as trustee.
10. Includes 1,436 shares of Common Stock issued as payment of accrued dividends upon conversion of the preferred stock on July 21, 2020.
11. The shares are held of record by Emaldi Corporation for which the reporting person serves as a director. The reporting person disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.
12. The shares are held of record by venBio SPV, LLC, which is wholly-owned by venBio Global Strategic Fund, L.P. The reporting person, a managing director of venBio SPV, LLC, disclaims beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein.

Remarks:

/s/ Peter Garcia, by power of attorney

07/21/2020

** 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.

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