

Jounce Therapeutics, Inc.
 Form 3
 January 26, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|---|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Celgene Switzerland LLC | | (Month/Day/Year) | Jounce Therapeutics, Inc. [JNCE] | |
| (Last) | (First) | (Middle) | 01/26/2017 | |
| AON HOUSE,Â 30 | | | | |
| WOODBOURNE AVENUE | | (Check all applicable) | | |
| (Street) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| PEMBROKE,Â D0Â HM 08 | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | 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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

Series B-1 Preferred Stock \hat{A} (1) \hat{A} (1) Common Stock 2,831,463 \$ (1) D (2) \hat{A}

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-------------|-----------|-----------|
| | Director | 10% Owner | Officer | Other |
| Celgene Switzerland LLC AON HOUSE 30 WOODBOURNE AVENUE PEMBROKE, \hat{A} D0 \hat{A} HM 08 | \hat{A} | \hat{A} X | \hat{A} | \hat{A} |
| CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, \hat{A} NJ \hat{A} 07901 | \hat{A} | \hat{A} X | \hat{A} | \hat{A} |

Signatures

/s/ Kevin Mello, Manager, Celgene Switzerland, LLC 01/26/2017
__Signature of Reporting Person Date

/s/ Peter N. Kellogg, Executive Vice President and Chief Financial Officer, Celgene Corporation 01/26/2017
__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Each share of Series B-1 Preferred Stock is convertible into 0.271 share of Common Stock without payment of further consideration and
- (1) will automatically convert into 0.271 share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These shares are owned directly by Celgene Switzerland LLC, a wholly-owned subsidiary of Celgene Corporation ("Celgene"), and
- (2) Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.