



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

November 28, 2022

Dr. Andrew Allen  
Chief Executive Officer and Director  
Gritstone bio, Inc.  
5959 Horton Street, Suite 300  
Emeryville, California 94608

**Re: Gritstone bio, Inc.**  
**Registration Statement on Form S-3**  
**Filed November 22, 2022**  
**File No. 333-268524**

Dear Dr. Andrew Allen:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Cindy Polynice at 202-551-8707 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Brian Cuneo