

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

| OMB APPROVAL | |
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| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

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* <u>Exter Neil</u> (Last) (First) (Middle) C/O PLIANT THERAPEUTICS, INC. 260 LITTLEFIELD AVENUE (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/02/2020 | 3. Issuer Name and Ticker or Trading Symbol <u>PLIANT THERAPEUTICS, INC. [PLRX]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | 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) |
|---------------------------------|---|--|---|
| Common Stock | 0 ⁽¹⁾ | I | See Footnote ⁽¹⁾ |

**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 | | | | |
| Stock Option (right to buy) | (2) | 03/30/2030 | Common Stock | 26,573 | 6.22 | D |
| Series A Preferred Stock | (4) | (4) | Common Stock | 0 ⁽³⁾ | (4) | I See Footnote ⁽³⁾ |

Explanation of Responses:

- Third Rock Ventures III, L.P. ("TRV III") directly holds 279,720 shares of the Issuer's common stock. The Reporting Person is a partner of Third Rock Ventures GP III, L.P., which is the general partner of TRV III. The Reporting Person disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.
- 1/12th of the shares subject to such option vest and become exercisable in substantially equal installments on the last date of each calendar quarter, with the first tranche vesting on June 30, 2020, subject to the Reporting Person's continuous service to the Issuer on each such date.
- TRV III directly holds 5,559,440 shares of the Issuer's Series A convertible preferred stock (the "Series A Preferred Stock") on an as converted to Common Stock basis. Third Rock Ventures IV, L.P. ("TRV IV") directly holds 2,132,867 shares of the Issuer's Series A Preferred Stock on an as converted to Common Stock basis. The Reporting Person is a partner of each of Third Rock Ventures GP III, L.P. and Third Rock Ventures GP IV, L.P., which is the ultimate general partner of each of TRV III and TRV IV, respectively. The Reporting Person disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.
- Each share of Series A Preferred Stock is convertible on a 7.15-for-1 basis into Common Stock at any time at the election of the holder and will automatically convert upon the closing of the Issuer's initial public offering into the number of shares of the Issuer's Common Stock shown in column 3 without payment or further consideration. The Series A Preferred Stock has no expiration date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Anthony Franks,
attorney-in-fact

06/02/2020

** 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 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Bernard Coulie, Johannes (Hans) Hull, Keith Cummings and Anthony Franks, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Pliant Therapeutics, Inc. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 30, 2020.

/s/ Neil Exter

Signature

Neil Exter

Print Name