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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>BIOTECH TARGET N V</u> _____ (Last) (First) (Middle) <u>ARA HILL TOP BUILDING, UNIT A-5,</u> <u>PLETTERIJWEG OOST 1</u> _____ (Street) <u>CURACAO P8 00000</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Molecular Templates, Inc. [ MTEM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	04/02/2024		P		250,000	A	\$2.35	1,279,820	D		

**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
Prefunded Warrants (right to buy)	\$0.001	04/02/2024		P		134,667		04/02/2024 <sup>(1)</sup>	04/02/2029 <sup>(1)</sup>	Common Stock	134,667	\$2.349	134,667	D	
Common Warrants (right to buy)	\$2.35	04/02/2024		P		769,334		04/02/2024 <sup>(1)</sup>	(1)	Common Stock	769,334	\$0.125	769,334	D	

1. Name and Address of Reporting Person * <u>BIOTECH TARGET N V</u> _____ (Last) (First) (Middle) <u>ARA HILL TOP BUILDING, UNIT A-5,</u> <u>PLETTERIJWEG OOST 1</u> _____ (Street) <u>CURACAO P8 00000</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>BB BIOTECH AG</u> _____ (Last) (First) (Middle) <u>SCHWERTSTRASSE 6</u> _____ (Street) <u>SCHAFFHAUSEN V8 CH-8200</u> _____ (City) (State) (Zip)

Explanation of Responses:

1. The Common Warrants have a term of five years and the Prefunded Warrants will expire when fully exercised in accordance with their terms. The Prefunded and Common Warrants may not be exercised if the aggregate number of shares of Common Stock beneficially owned by the holder thereof immediately following such exercise would exceed 19.99% of the number of the shares of Common Stock outstanding immediately following such exercise.

**Remarks:**

Biotech Target N.V. is a wholly-owned subsidiary of BB Biotech AG. Accordingly, BB Biotech AG may be deemed to be the indirect beneficial owner of the securities of Molecular Templates, Inc. held directly or indirectly by Biotech Target N.V. This Form 4 is filed jointly by BB Biotech AG and Biotech Target N.V.

By: /s/Ivo Betschart

04/04/2024

By: /s/ Martin Gubler

04/04/2024

\*\* 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.

**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.**