

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>Ofman Joshua J.</u> (Last) (First) (Middle) <u>C/O GRAIL, INC.</u> <u>250 S. MATHILDA AVE. SUITE 100</u> (Street) <u>SUNNYVALE CA 94086</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GRAIL, Inc. [GRAL]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2026</u>	
	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	09/21/2026		M		26,452	A	\$14	423,723	D	
Common Stock	09/21/2026		S		2,125	D ⁽¹⁾	\$92.3152 ⁽²⁾	421,598	D	
Common Stock	09/21/2026		S		1,454	D ⁽¹⁾	\$93.606 ⁽³⁾	420,144	D	
Common Stock	09/21/2026		S		37,752	D ⁽¹⁾	\$94.9828 ⁽⁴⁾	382,392	D	
Common Stock	09/21/2026		S		6,200	D ⁽¹⁾	\$96.4308 ⁽⁵⁾	376,192	D	
Common Stock	09/21/2026		S		1,400	D ⁽¹⁾	\$97.8414 ⁽⁶⁾	374,792	D	
Common Stock	09/21/2026		S		421	D ⁽¹⁾	\$99.8499 ⁽⁷⁾	374,371	D	
Common Stock	09/21/2026		S		2,100	D ⁽¹⁾	\$100.6805 ⁽⁸⁾	372,271	D	
Common Stock	09/21/2026		S		10,000	D ⁽¹⁾	\$110	362,271	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		Date Exercisable	Expiration Date					
Stock Option	\$14	09/21/2026		M		26,452	(9)	03/05/2030	Common Stock	26,452	\$0	37,032	D

Explanation of Responses:

1. The sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan adopted on December 2, 2025
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.04 to \$92.93 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in this footnote
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.04 to \$93.90 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in this footnote
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.5 to \$95.00 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in this footnote
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.00 to \$96.71 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in this footnote
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.74 to \$98.00 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in this footnote
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.42 to \$100.28 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in this footnote
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.68 to \$100.69 inclusive. The Reporting Person undertakes to provide to

9. Represents an option originally granted on March 6, 2020 for which the performance condition was determined to be met on November 1, 2024. The option vests and becomes exercisable in thirty-six substantially equal monthly installments beginning December 1, 2024. As of September 21, 2026, approximately 61% of the shares subject to the option had vested, and the remaining approximately 39% of the shares vests over the remaining period afterwards.

/s/ Abram Barth, as Attorney-in-Fact for Joshua Ofman 09/23/2026
 ** Signature of Reporting Person Date

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.