

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Hunt Holdings Limited Partnership</u>  (Last) (First) (Middle) 4401 N. MESA ST.  (Street) EL PASO TX 79902  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/18/2019	3. Issuer Name and Ticker or Trading Symbol <u>EXAGEN INC. [ XGN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 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) 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)
Common Stock	716	I	See footnote <sup>(1)</sup>

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				
Warrants	(2)	(2)	Common Stock 1,434	688.63	I	See footnote <sup>(1)</sup>
Warrants	(3)	(3)	Common Stock 170,093	1.84	I	See footnote <sup>(1)</sup>
Warrants	(4)	(4)	Common Stock 31,918	1.84	I	See footnote <sup>(1)</sup>
Warrants	(2)	(2)	Series E Redeemable Convertible Preferred Stock 604,864	14.3235	I	See footnote <sup>(1)</sup>
Series A-3 Redeemable Convertible Preferred Stock	(5)	(5)	Common Stock 1,195	(5)	I	See footnote <sup>(1)</sup>
Series C Redeemable Convertible Preferred Stock	(6)	(6)	Common Stock 23,220	(6)	I	See footnote <sup>(1)</sup>
Series E Redeemable Convertible Preferred Stock	(7)	(7)	Common Stock 647,475	(7)	I	See footnote <sup>(1)</sup>
Series F Redeemable Convertible Preferred Stock	(8)	(8)	Common Stock 326,891	(8)	I	See footnote <sup>(1)</sup>
Series H Redeemable Convertible Preferred Stock	(9)	(9)	Common Stock 294,854	(9)	I	See footnote <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>Hunt Holdings Limited Partnership</u>  (Last) (First) (Middle) 4401 N. MESA ST.  (Street) EL PASO TX 79902  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>HuntVest, LLC</u>
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(Last)	(First)	(Middle)
4401 N. MESA ST.		
<hr/>		
(Street)		
EL PASO	TX	79902
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Hunt Guaranty Inc.](#)

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(Last)	(First)	(Middle)
4401 N. MESA ST.		
<hr/>		
(Street)		
EL PASO	TX	79902
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Hunt Woody L](#)

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(Last)	(First)	(Middle)
4401 N. MESA ST.		
<hr/>		
(Street)		
EL PASO	TX	79902
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents securities held of record by Hunt Holdings Limited Partnership. Woody L. Hunt is the majority shareholder of Hunt Guaranty Inc., which is the sole member of HuntVest, LLC, which is the general partner of Hunt Holdings Limited Partnership. As a result, Mr. Hunt and each of the foregoing entities may be deemed to indirectly beneficially own the securities held by Hunt Holdings Limited Partnership, but each disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein, if any.
2. The warrants are currently exercisable and will terminate upon closing of the Issuer's initial public offering.
3. The warrants are currently exercisable and will expire on January 19, 2026.
4. The warrants are currently exercisable and will expire on March 31, 2026.
5. The Series A-3 Redeemable Convertible Preferred Stock (the "Series A-3") is convertible into the Issuer's Common Stock on a 183.635-for-one basis at the holder's election and has no expiration date. The Series A-3 will automatically convert into Common Stock upon the closing of the Issuer's initial public offering.
6. The Series C Redeemable Convertible Preferred Stock (the "Series C") is convertible into the Issuer's Common Stock on a 57.294-for-one basis at the holder's election and has no expiration date. The Series C will automatically convert into Common Stock upon the closing of the Issuer's initial public offering.
7. The Series E Redeemable Convertible Preferred Stock (the "Series E") is convertible into the Issuer's Common Stock on a 57.294-for-one basis at the holder's election and has no expiration date. The Series E will automatically convert into Common Stock upon the closing of the Issuer's initial public offering.
8. The Series F Redeemable Convertible Preferred Stock ("Series F") is convertible into the Issuer's Common Stock on a 183.635-for-one basis at the holder's election and has no expiration date. The Series F will automatically convert into Common Stock upon the closing of the Issuer's initial public offering.
9. The Series H Redeemable Convertible Preferred Stock ("Series H") is convertible into the Issuer's Common Stock on a 183.635-for-one basis at the holder's election and has no expiration date. The Series H will automatically convert into Common Stock upon the closing of the Issuer's initial public offering.

**Remarks:**

Exhibit 24 - Power of Attorney

[Hunt Holdings Limited Partnership, By: HuntVest, LLC, its general partner, By: Hunt Guaranty Inc., its sole member, By: /s/ Matthew D. Hunt, Name: Matthew D. Hunt, Title: Managing Partner](#) 09/18/2019

[HuntVest, LLC, By: Hunt Guaranty Inc., its sole member, By: /s/ Matthew D. Hunt, Name: Matthew D. Hunt, Title: Managing Partner](#) 09/18/2019

[Hunt Guaranty Inc., By: /s/ Matthew D. Hunt, Name: Matthew D. Hunt, Title: Managing Partner](#) 09/18/2019

[/s/ Paul D. Donnelley, attorney-in-fact for Woody L. Hunt](#) 09/18/2019

\*\* 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.

POWER OF ATTORNEY  
FOR SEC FILINGS ON FORMS ID, 3, 4, 5, 144, SCHEDULES 13D and 13G  
IN RESPECT OF SECURITIES OF  
EXAGEN INC.

The undersigned hereby constitutes and appoints Paul D. Donnelly as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any Common Stock or derivative securities thereof of Exagen Inc. (the "Company"), the following:

- (i) any Form ID to be filed with the Securities and Exchange Commission (the"SEC");
- (ii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iii) any Statement of Changes of Beneficial Ownership of Securities on Form4 to be filed with the SEC;
- (iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (v) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC
- (vi) and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition or disposition of securities of the Company, including Schedules 13G and 13D; and
- (vii) any and all agreements, certificates, receipts, or other documents in connection therewith. The undersigned hereby gives full power and authority to the attorney-in-fact to seek and obtain as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release such information to the undersigned and approves and ratifies any such release of information. The undersigned hereby grants unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such attorney-in-fact and agent or substitute may do or cause to be done by virtue hereof. The undersigned acknowledges that:
  - (i) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii)any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
  - (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney.

Date: September 13, 2019

/s/ Woody L. Hunt

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Woody L. Hunt