

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>TULLIS DICKERSON CAPITAL FOCUS III, L.P.</u> (Last) (First) (Middle) 11770 US HIGHWAY ONE, SUITE 503 (Street) PALM BEACH FL 33408 GARDENS (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
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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	99	I	See footnotes ⁽¹⁾⁽²⁾

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	Title	Amount or Number of Shares			
Warrants	(3)	(3)	Common Stock	1,361	688.63	I	See footnotes ⁽¹⁾⁽²⁾
Warrants	(4)	(4)	Common Stock	224,641	1.84	I	See footnotes ⁽¹⁾⁽⁶⁾
Warrants	(5)	(5)	Common Stock	65,340	1.84	I	See footnotes ⁽¹⁾⁽⁷⁾
Warrants	(3)	(3)	Series E Redeemable Convertible Preferred Stock	658,823	14.3235	I	See footnotes ⁽¹⁾⁽⁸⁾
Series A-3 Redeemable Convertible Preferred Stock	(9)	(9)	Common Stock	2,550	(9)	I	See footnotes ⁽¹⁾⁽²⁾
Series C Redeemable Convertible Preferred Stock	(10)	(10)	Common Stock	95,069	(10)	I	See footnotes ⁽¹⁾⁽²⁾
Series E Redeemable Convertible Preferred Stock	(11)	(11)	Common Stock	929,432	(11)	I	See footnotes ⁽¹⁾⁽¹²⁾
Series F Redeemable Convertible Preferred	(13)	(13)	Common Stock	441,997	(13)	I	See footnotes ⁽¹⁾⁽¹⁴⁾
Series H Redeemable Convertible Preferred Stock	(15)	(15)	Common Stock	317,803	(15)	I	See footnotes ⁽¹⁾⁽¹⁶⁾

1. Name and Address of Reporting Person* <u>TULLIS DICKERSON CAPITAL FOCUS III, L.P.</u> (Last) (First) (Middle) 11770 US HIGHWAY ONE, SUITE 503 (Street) PALM BEACH FL 33408 GARDENS (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Tullis Growth Fund, L.P.](#)

(Last) (First) (Middle)

11770 US HIGHWAY ONE, SUITE 503

(Street)

PALM BEACH
GARDENS FL 33408

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TULLIS GROWTH FUND II, L.P.](#)

(Last) (First) (Middle)

11770 US HIGHWAY ONE, SUITE 503

(Street)

PALM BEACH
GARDENS FL 33408

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TULLIS DICKERSON PARTNERS III, L.L.C.](#)

(Last) (First) (Middle)

11770 US HIGHWAY ONE, SUITE 503

(Street)

PALM BEACH
GARDENS FL 33408

(City) (State) (Zip)

Explanation of Responses:

1. The shares reported on this form are held of record by Tullis-Dickerson Capital Focus III, L.P. ("Tullis"), Tullis Growth Fund, L.P. ("Tullis Growth") and Tullis Growth Fund II, L.P. ("Tullis Growth II"). Tullis-Dickerson Partners III, LLC ("Tullis Partners") is the general partner of Tullis and may be deemed to beneficially own the securities held by Tullis. Tullis Growth Partners, LLC ("Growth Partners") and Tullis Growth Partners II, LLC ("Growth Partners II") are the general partners of Tullis Growth and Tullis Growth II, respectively, and may be deemed to beneficially own the securities held by Tullis Growth and Tullis Growth II. James L.L. Tullis is a Principal of each of the foregoing entities and may be deemed to possess voting and investment control over, and may be deemed to have an indirect beneficial ownership with respect to, the shares held by Tullis, Tullis Growth and Tullis Growth II.
2. Represents securities held of record by Tullis.
3. The warrants are currently exercisable and will terminate upon closing of the Issuer's initial public offering.
4. The warrants are currently exercisable and will expire on January 19, 2026.
5. The warrants are currently exercisable and will expire on March 31, 2026.
6. Includes warrants held by Tullis and Tullis Growth, respectively, to purchase 54,196 shares of the Issuer's Common Stock and warrants to purchase 170,445 shares of the Issuer's Common Stock.
7. Includes warrants held by Tullis to purchase 65,340 shares of the Issuer's Common Stock.
8. Includes warrants held by Tullis and Tullis Growth, respectively, to purchase 2,493 shares of Series E Redeemable Convertible Preferred Stock (the "Series E") and warrants to purchase 656,330 shares of Series E.
9. 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.
10. 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.
11. 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.
12. Includes 656,282 and 273,150 shares of common stock underlying the Series E shares held by Tullis and Tullis Growth, respectively.
13. 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.
14. Includes 242,226 and 199,771 shares of common stock underlying the Series F shares held by Tullis and Tullis Growth, respectively.
15. 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.
16. Includes 106,897 shares, 105,453 shares and 105,453 shares of common stock underlying the Series H shares held by Tullis, Tullis Growth and Tullis Growth II, respectively.

Remarks:

[Tullis Growth Fund II, L.P.](#),
By: [Tullis-Growth Partners II,
L.L.C., its general partner](#), By: [/s/ James L.L. Tullis, Name:](#) [09/18/2019](#)
[James L.L. Tullis, Title:](#)
[Manager](#)
[Tullis Growth Fund, L.P., By:](#)
[Tullis-Growth Partners, L.L.C.,](#)
[its general partner, By: /s/](#) [09/18/2019](#)
[James L.L. Tullis, Name:](#)
[James L.L. Tullis, Title:](#)
[Manager](#)

Tullis-Dickerson Capital Focus 09/18/2019
III, L.P., By: Tullis-Dickerson
Partners, L.L.C., its general
partner, By: /s/ James L.L.
Tullis, Name: James L.L.
Tullis, Title: Manager
Tullis-Dickerson Partners,
L.L.C., By: /s/ James L.L. 09/18/2019
Tullis, Name: James L.L.
Tullis, Title: Manager

** 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.