

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL

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>Adams Chandra</u>  (Last) (First) (Middle) SURFACE ONCOLOGY, INC. 50 HAMPSHIRE STREET, 8TH FLOOR  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/27/2022	3. Issuer Name and Ticker or Trading Symbol <u>Surface Oncology, Inc. [ SURF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____  Deputy GC	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  <input 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	34,800 <sup>(1)</sup>	D	

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			
Stock Option (Right to Buy)	(2)	05/01/2029	Common Stock	16,000	4.77	D	
Stock Option (Right to Buy)	(3)	02/03/2030	Common Stock	13,800	3.18	D	
Stock Option (Right to Buy)	(4)	03/01/2031	Common Stock	40,000	9.02	D	
Stock Option (Right to Buy)	(5)	03/01/2032	Common Stock	41,000	3.64	D	

## Explanation of Responses:

- Includes a restricted stock unit award under the 2018 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The 21,000 RSUs underlying this award vest as follows: 40% on August 1, 2022 and the remaining 60% on August 1, 2023, so long as the reporting person remains an employee or other service provider of the Issuer on such date.
- 25% of this option vested and became exercisable on April 24, 2020, and the remainder of the option vests in equal monthly installments over the following three-year period, so that all of the underlying shares shall be vested on April 24, 2023, so long as the reporting person remains an employee or other service provider of the Issuer on such dates.
- This option vests in equal monthly installments over four years following January 21, 2020, so that all of the underlying shares shall be vested on January 21, 2024, so long as the reporting person remains an employee or other service provider of the Issuer on such dates.
- This option vests in equal monthly installments over four years following February 9, 2021, so that all of the underlying shares shall be vested on February 9, 2025, so long as the reporting person remains an employee or other service provider of the Issuer on such dates.
- This option vests in equal monthly installments over four years following February 8, 2022, so that all of the underlying shares shall be vested on February 8, 2026, so long as the reporting person remains an employee or other service provider of the Issuer on such dates.

## Remarks:

Exhibit 24 - Power of Attorney

/s/ Jessica Fees, as  
Attorney-in-Fact

11/03/2022

\*\* 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

Know all by these presents, that the undersigned hereby constitutes and appoints each of Robert Ross and Jessica Fees, signing singly, 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 an officer and/or director of Surface Oncology, Inc. (the "Company"), (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the United States Securities and Exchange Commission using the EDGAR System, and (ii) Forms 3, 4 and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(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 and amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange 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 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 of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-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 attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 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 may be filed with the United States Securities and Exchange Commission as a confirming statement of the authority granted herein. 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 executive officer of, or legal counsel to, the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 28, 2022.

/s/ Chandra Adams

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Chandra Adams