

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Rothman Joel</u> _____ (Last) (First) (Middle) <u>2223 AVENIDA DE LA PLAYA, SUITE 105</u> _____ (Street) <u>LA JOLLA CA 92037</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/26/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Equillum, Inc. [EQ]</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) _____ <u>Chief Development Officer</u>	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	15,249	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)	(1)	09/30/2028	Common Stock	95,182	2.45	D	
stock option (right to buy)	(2)	02/12/2029	Common Stock	50,000	2.45	D	
stock option (right to buy)	(3)	12/09/2029	Common Stock	90,000	2.45	D	
stock option (right to buy)	(4)	01/03/2031	Common Stock	100,000	5.03	D	

Explanation of Responses:

- Twenty-five percent of the shares subject to the option vests on the first anniversary of the vesting commencement date, and the remainder vests in 36 equal monthly installments thereafter for the following three years. An option was originally granted to the holder on October 1, 2018, which was canceled on April 22, 2020 and exchanged with a new option, in connection with an option repricing approved by the Board of Directors of the Company.
- Twenty-five percent of the shares subject to the option vests on the first anniversary of the vesting commencement date, and the remainder vests in 36 equal monthly installments thereafter for the following three years. An option was originally granted to the holder on February 13, 2019, which was canceled on April 22, 2020 and exchanged with a new option, in connection with an option repricing approved by the Board of Directors of the Company.
- Twenty-five percent of the shares subject to the option vests on the first anniversary of the vesting commencement date, and the remainder vests in 36 equal monthly installments thereafter for the following three years. An option was originally granted to the holder on December 10, 2019, which was canceled on April 22, 2020 and exchanged with a new option, in connection with an option repricing approved by the Board of Directors of the Company.
- Twenty-five percent of the shares subject to the option vests on the first anniversary of the vesting commencement date, and the remainder vests in 36 equal monthly installments thereafter for the following three years. This option was granted on January 4, 2021.

Remarks:

/s/ Jason A. Keyes,
Attorney-in-Fact

01/29/2021

** 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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Bruce Steel and Jason Keyes, or either of them acting singly and with full power of substitution, as 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, director and/or stockholder of Equillium, Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; 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 necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited 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 required, 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 Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the earlier to occur of (a) undersigned is no longer required to file Forms 3, 4, and 5 with respect to any securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact and (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 29th day of January, 2021.

Signed and acknowledged:

/s/ JOEL ROTHMAN
Name: Joel Rothman