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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 5)\*

**Beam Therapeutics Inc.**

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(Name of Issuer)

**Common Stock, par value \$0.01 per share (the "Shares")**

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(Title of Class of Securities)

**07373V105**

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(CUSIP Number)

**12/31/2025**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)
- 

SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

1

Farallon Capital Partners, L.P.

Check the appropriate box if a member of a Group (see instructions)

2

- (a)  
 (b)

3

Sec Use Only

Citizenship or Place of Organization

4

CALIFORNIA

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	688,623.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	688,623.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	688,623.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	0.7 %
12	Type of Reporting Person (See Instructions)
	PN

## SCHEDULE 13G

**CUSIP No.** 07373V105

1	Names of Reporting Persons
	Farallon Capital Institutional Partners, L.P.
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	CALIFORNIA
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	836,691.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	836,691.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	836,691.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>

11 Percent of class represented by amount in row (9)  
0.8 %  
Type of Reporting Person (See Instructions)  
12 PN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1 Farallon Capital Institutional Partners II, L.P.  
Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 CALIFORNIA

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power  
233,233.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

233,233.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 233,233.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

11 0.2 %

Type of Reporting Person (See Instructions)

12 PN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1 Farallon Capital Institutional Partners III, L.P.

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6 104,266.00

Sole Dispositive Power

7 0.00

Shared Dispositive

8 Power

104,266.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 104,266.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11 0.1 %

Type of Reporting Person (See Instructions)

12 PN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1 Four Crossings Institutional Partners V, L.P.

Check the appropriate box if a member of a Group (see instructions)

2  (a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6 150,101.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

150,101.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

150,101.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0.1 %

Type of Reporting Person (See Instructions)

12

PN

## SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

1

Farallon Capital Offshore Investors II, L.P.

Check the appropriate box if a member of a Group (see instructions)

2

 (a)  
 (b)

3

Sec Use Only

Citizenship or Place of Organization

4

CAYMAN ISLANDS

Sole Voting Power

5

0.00

Number of  
Shares

Shared Voting Power

6

1,632,718.00

Beneficially  
Owned by

Sole Dispositive Power

7

0.00

Each  
Reporting

Shared Dispositive

Person

8

Power

With:

1,632,718.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

1,632,718.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

1.6 %

Type of Reporting Person (See Instructions)

12

PN

## SCHEDULE 13G

07373V105

**CUSIP No.**

Names of Reporting Persons

1 Farallon Capital (AM) Investors, L.P.

Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power  
94,237.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

94,237.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 94,237.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10   
Percent of class represented by amount in row (9)

11 0.1 %

Type of Reporting Person (See Instructions)

12 PN

**SCHEDULE 13G**

**CUSIP No. 07373V105**

Names of Reporting Persons

1 Farallon Capital F5 Master I, L.P.

Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only  
Citizenship or Place of Organization

4 CAYMAN ISLANDS

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each

6 Shared Voting Power

Reporting Person 333,253.00  
 With: Sole Dispositive Power  
 7  
 0.00  
 Shared Dispositive Power  
 8  
 333,253.00  
 Aggregate Amount Beneficially Owned by Each Reporting Person  
 9  
 333,253.00  
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
 10  
  
 Percent of class represented by amount in row (9)  
 11  
 0.3 %  
 Type of Reporting Person (See Instructions)  
 12  
 PN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons  
 1  
 Farallon Healthcare Partners Master, L.P.  
 Check the appropriate box if a member of a Group (see instructions)  
 2  
 (a)  
 (b)  
 3  
 Sec Use Only  
 Citizenship or Place of Organization  
 4  
 CAYMAN ISLANDS  
 Sole Voting Power  
 5  
 0.00  
 Shared Voting Power  
 6  
 6,068,735.00  
 Sole Dispositive Power  
 7  
 0.00  
 Shared Dispositive Power  
 8  
 6,068,735.00  
 Aggregate Amount Beneficially Owned by Each Reporting Person  
 9  
 6,068,735.00  
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
 10  
  
 Percent of class represented by amount in row (9)  
 11  
 6 %  
 Type of Reporting Person (See Instructions)  
 12

SCHEDULE 13G

CUSIP No. 07373V105

1 Names of Reporting Persons  
 Farallon Partners, L.L.C.  
 Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only

4 Citizenship or Place of Organization  
 DELAWARE

5 Sole Voting Power  
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power  
 9,808,603.00

7 Sole Dispositive Power  
 0.00

8 Shared Dispositive Power  
 9,808,603.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 9,808,603.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)  
 9.7 %

12 Type of Reporting Person (See Instructions)  
 OO

SCHEDULE 13G

CUSIP No. 07373V105

1 Names of Reporting Persons  
 Farallon Institutional (GP) V, L.L.C.  
 Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only

4 Citizenship or Place of Organization

DELAWARE

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6

150,101.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

150,101.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

150,101.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10



Percent of class represented by amount in row (9)

11

0.1 %

Type of Reporting Person (See Instructions)

12

OO

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1

Farallon F5 (GP), L.L.C.

Check the appropriate box if a member of a Group (see instructions)

2



(a)



(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6

333,253.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

333,253.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

333,253.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
  
Percent of class represented by amount in row (9)  
11 0.3 %  
Type of Reporting Person (See Instructions)  
12 OO

## SCHEDULE 13G

**CUSIP No.** 07373V105

1 Names of Reporting Persons  
Farallon Healthcare Partners (GP), L.L.C.  
Check the appropriate box if a member of a Group (see instructions)  
2  (a)  
 (b)  
3 Sec Use Only  
Citizenship or Place of Organization  
4 DELAWARE  
Sole Voting Power  
5 0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
6 Shared Voting Power 6,068,735.00  
7 Sole Dispositive Power 0.00  
8 Shared Dispositive Power 6,068,735.00  
9 Aggregate Amount Beneficially Owned by Each Reporting Person  
6,068,735.00  
Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
10   
Percent of class represented by amount in row (9)  
11 6 %  
Type of Reporting Person (See Instructions)  
12 OO

## SCHEDULE 13G

**CUSIP No.** 07373V105

1 Names of Reporting Persons

Dapice Joshua J.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.99 %

Type of Reporting Person (See Instructions)

12

IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1

Dreyfuss, Philip D.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Sole Voting Power

5

0.00

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

8 Shared Dispositive  
Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

9.99 %

Type of Reporting Person (See Instructions)

IN

## SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

Dunn Hannah E.

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

Sec Use Only

Citizenship or Place of Organization

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

Shared Dispositive  
Power

8

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

9.99 %

Type of Reporting Person (See Instructions)

IN

SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

1

Fried, Richard B

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of Shares

Shared Voting Power

6

0.00

Beneficially Owned by

Sole Dispositive Power

7

0.00

Each Reporting Person

Shared Dispositive

With:

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

1

Gehani, Varun N.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Number of Shares

5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 0.00  
Shared Voting Power  
6  
10,141,856.00  
Sole Dispositive Power  
7  
0.00  
Shared Dispositive Power  
8  
10,141,856.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10,141,856.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

9.99 %

12 Type of Reporting Person (See Instructions)

IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

1 Names of Reporting Persons

Giauque, Nicolas

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only

4 Citizenship or Place of Organization

FRANCE

Sole Voting Power

5  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With: Shared Voting Power

6  
10,141,856.00

Sole Dispositive Power

7  
0.00

Shared Dispositive Power

8  
10,141,856.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10,141,856.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

9.99 %  
Type of Reporting Person (See Instructions)

12  
IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1  
Husen, Avner A.  
Check the appropriate box if a member of a Group (see instructions)

2  
 (a)  
 (b)

3  
Sec Use Only  
Citizenship or Place of Organization

4  
UNITED STATES

Sole Voting Power

5  
0.00

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by

6  
10,141,856.00

Each

Sole Dispositive Power

7  
0.00

Reporting  
Person

Shared Dispositive

With:

Power

8  
10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9  
10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11  
9.99 %

Type of Reporting Person (See Instructions)

12  
IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1  
Kim, David T.  
2  
Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 UNITED STATES

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.99 %

Type of Reporting Person (See Instructions)

12

IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons

1

Linn, Michael G.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3 Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:

Sole Voting Power

5

0.00

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

8 Shared Dispositive

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.99 %

Type of Reporting Person (See Instructions)

12

IN

### SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

1

Luo Patrick (Cheng)

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

CHINA

Sole Voting Power

5

0.00

Number of Shares

Shared Voting Power

6

10,141,856.00

Beneficially Owned by Each Reporting Person

Sole Dispositive Power

7

0.00

Reporting Person

Shared Dispositive

With:

8

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.99 %

Type of Reporting Person (See Instructions)

12

IN

### SCHEDULE 13G

07373V105

**CUSIP No.**

Names of Reporting Persons

1

Patel, Rajiv A.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

IN

**SCHEDULE 13G**

**CUSIP No.** 07373V105

Names of Reporting Persons

1

Roberts, Jr., Thomas G.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each

Shared Voting Power

6

Reporting Person 10,141,856.00  
 With: Sole Dispositive Power  
 7  
 0.00  
 Shared Dispositive Power  
 8  
 10,141,856.00  
 Aggregate Amount Beneficially Owned by Each Reporting Person  
 9  
 10,141,856.00  
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
 10  
  
 Percent of class represented by amount in row (9)  
 11  
 9.99 %  
 Type of Reporting Person (See Instructions)  
 12  
 IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

Names of Reporting Persons  
 1  
 Saito Edric C.  
 Check the appropriate box if a member of a Group (see instructions)  
 2  
 (a)  
 (b)  
 3  
 Sec Use Only  
 Citizenship or Place of Organization  
 4  
 UNITED STATES  
 Sole Voting Power  
 5  
 0.00  
 Shared Voting Power  
 6  
 10,141,856.00  
 Sole Dispositive Power  
 7  
 0.00  
 Shared Dispositive Power  
 8  
 10,141,856.00  
 Aggregate Amount Beneficially Owned by Each Reporting Person  
 9  
 10,141,856.00  
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
 10  
  
 Percent of class represented by amount in row (9)  
 11  
 9.99 %  
 Type of Reporting Person (See Instructions)  
 12

IN

SCHEDULE 13G

CUSIP No. 07373V105

1 Names of Reporting Persons  
Seybold, William  
Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only

4 Citizenship or Place of Organization  
UNITED STATES

5 Sole Voting Power  
0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

6 Shared Voting Power  
0.00

7 Sole Dispositive Power  
0.00

8 Shared Dispositive  
Power  
0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)  
0 %

12 Type of Reporting Person (See Instructions)  
IN

SCHEDULE 13G

CUSIP No. 07373V105

1 Names of Reporting Persons  
Short Daniel S.  
Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only

4 Citizenship or Place of Organization

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.99 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

CUSIP No. 07373V105

Names of Reporting Persons

1

Spokes, Andrew J. M.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED KINGDOM

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

10,141,856.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
  
Percent of class represented by amount in row (9)  
11 9.99 %  
Type of Reporting Person (See Instructions)  
12 IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

1 Names of Reporting Persons  
Warren, John R.  
Check the appropriate box if a member of a Group (see instructions)  
2  (a)  
 (b)  
3 Sec Use Only  
Citizenship or Place of Organization  
4 UNITED STATES  
Sole Voting Power  
5 0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
6 Shared Voting Power  
10,141,856.00  
7 Sole Dispositive Power  
0.00  
8 Shared Dispositive Power

10,141,856.00  
9 Aggregate Amount Beneficially Owned by Each Reporting Person  
10,141,856.00  
Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)  
10   
Percent of class represented by amount in row (9)  
11 9.99 %  
Type of Reporting Person (See Instructions)  
12 IN

## SCHEDULE 13G

**CUSIP No.** 07373V105

1 Names of Reporting Persons

Wehrly, Mark C.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by

6

10,141,856.00

Each

Sole Dispositive Power

Reporting  
Person

7

0.00

With:

Shared Dispositive

8

Power

10,141,856.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

10,141,856.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.99 %

Type of Reporting Person (See Instructions)

12

IN

## SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Beam Therapeutics Inc.

Address of issuer's principal executive offices:

(b)

238 Main Street, Cambridge, Massachusetts, 02142

Item 2.

(a)

Name of person filing:

This Amendment No. 5 to Schedule 13G (this "Amendment") is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons." (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants (as defined in Item 4); (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the

Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants; and (ix) Farallon Healthcare Partners Master, L.P., a Cayman Islands exempted limited partnership ("FHPM"), with respect to the Shares held by it and the Shares that it currently has the right to acquire upon the exercise of Warrants. FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI, F5MI and FHPM are together referred to herein as the "Farallon Funds." (x) Farallon Partners, L.L.C., a Delaware limited liability company (the "Farallon General Partner"), which is the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of each of the FCIP V General Partner (as defined below) and the FHPM General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI and the Shares that each of the Farallon Funds other than F5MI currently has the right to acquire upon the exercise of Warrants. (xi) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V and the Shares that FCIP V currently has the right to acquire upon the exercise of Warrants. (xii) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI and the Shares that F5MI currently has the right to acquire upon the exercise of Warrants. (xiii) Farallon Healthcare Partners (GP), L.L.C., a Delaware limited liability company (the "FHPM General Partner"), which is the general partner of FHPM, with respect to the Shares held by FHPM and the Shares that FHPM currently has the right to acquire upon the exercise of Warrants. (xiv) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner, with respect to the Shares held by the Farallon Funds and the Shares that the Farallon Funds currently have the right to acquire upon the exercise of Warrants: Joshua J. Dapice ("Dapice"); Philip D. Dreyfuss ("Dreyfuss"); Hannah E. Dunn ("Dunn"); Varun N. Gehani ("Gehani"); Nicolas Giauque ("Giauque"); Avner A. Husen ("Husen"); David T. Kim ("Kim"); Michael G. Linn ("Linn"); Patrick (Cheng) Luo ("Luo"); Thomas G. Roberts, Jr. ("Roberts"); Edric C. Saito ("Saito"); Daniel S. Short ("Short"); Andrew J. M. Spokes ("Spokes"); John R. Warren ("Warren"); and Mark C. Wehrly ("Wehrly"). Dapice, Dreyfuss, Dunn, Gehani, Giauque, Husen, Kim, Linn, Luo, Roberts, Saito, Short, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." This Amendment reports that effective January 1, 2026, Husen became a member of the Farallon General Partner, a manager of the FCIP V General Partner, a manager of the F5MI General Partner and a manager of the FHPM General Partner. Accordingly, as of that date, Husen may be deemed a beneficial owner of the Shares held by the Farallon Funds and the Shares that the Farallon Funds currently have the right to acquire upon the exercise of Warrants. This Amendment also reports that effective December 31, 2025, each of Richard B. Fried ("Fried"), Rajiv A. Patel ("Patel") and William Seybold ("Seybold") ceased to be a member of the Farallon General Partner, a manager of the FCIP V General Partner, a manager of the F5MI General Partner and a manager of the FHPM General Partner. Accordingly, as of that date, each of Fried, Patel and Seybold may no longer be deemed a beneficial owner of the Shares held by the Farallon Funds or the Shares that the Farallon Funds currently have the right to acquire upon the exercise of Warrants.

Address or principal business office or, if none, residence:

- (b) The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Citizenship:

- (c) The citizenship of each of the Farallon Funds, the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Giauque, Luo and Spokes, is a citizen of the United States. Giauque is a citizen of France. Luo is a citizen of China. Spokes is a citizen of the United Kingdom.

Title of class of securities:

- (d) Common Stock, par value \$0.01 per share (the "Shares")

CUSIP No.:

- (e) 07373V105

Item 3. If this statement is filed pursuant to Â§Â§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with Â§ 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Â§ 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Â§ 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j)  A non-U.S. institution in accordance with  $\hat{A}$ § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with  $\hat{A}$ § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person. As of the date requiring the filing of this report, the Farallon Funds hold an aggregate of: (i) 10,096,711 Shares; and (ii) 1,404,988 Common Stock Purchase Warrants (the "Warrants"), each of which is exercisable, subject to the Beneficial Ownership Limitation (as defined below), to purchase one Share. The terms of the Warrants provide that Warrants may not be exercised to the extent that, after giving effect to such exercise, the Reporting Persons would beneficially own, as determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, more than 9.99% of the Shares then issued and outstanding (the "Beneficial Ownership Limitation"). As of the date requiring the filing of this report, the Beneficial Ownership Limitation permits the Farallon Funds to exercise Warrants for an aggregate of not more than 45,145 Shares. Accordingly, in providing the beneficial ownership information set forth herein, the Reporting Persons have assumed that the aggregate remaining 1,359,843 Warrants held by the Farallon Funds are not exercisable within 60 days of the date hereof and therefore do not confer beneficial ownership of the underlying Shares. The Shares and Warrants reported hereby for the Farallon Funds are held directly by the Farallon Funds. The Farallon General Partner, as the general partner of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCIP V General Partner and the FHPM General Partner, may be deemed to be a beneficial owner of all such Shares held by the Farallon Funds other than F5MI and the Shares that the Farallon Funds other than F5MI have the right to acquire upon the exercise of Warrants. The FCIP V General Partner, as the general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares held by FCIP V and the Shares that FCIP V has the right to acquire upon the exercise of Warrants. The F5MI General Partner, as the general partner of F5MI, may be deemed to be a beneficial owner of all such Shares held by F5MI and the Shares that F5MI has the right to acquire upon the exercise of Warrants. The FHPM General Partner, as the general partner of FHPM, may be deemed to be a beneficial owner of all such Shares held by FHPM and the Shares that FHPM has the right to acquire upon the exercise of Warrants. Each of the Farallon Individual Reporting Persons, as a managing member or senior managing member, as the case may be, of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares held by the Farallon Funds and the Shares that the Farallon Funds have the right to acquire upon the exercise of Warrants. Each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner, the FHPM General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

(a)

Percent of class:

(b)

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person. %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

(ii) Shared power to vote or to direct the vote:

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Â§240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Â§240.13d-1(c) or Â§240.13d-1(d), attach an exhibit stating the identity of each member of the group.

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). The Reporting Persons neither disclaim nor affirm the existence of a group among them. Each Reporting Person is a beneficial owner only of the securities reported by it on its cover page.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Farallon Capital Partners, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member of its  
General Partner

Date: 02/05/2026

Farallon Capital Institutional Partners, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member of its  
General Partner

Date: 02/05/2026

Farallon Capital Institutional Partners II, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member of its  
General Partner

Date: 02/05/2026

Farallon Capital Institutional Partners III, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member of its  
General Partner

Date: 02/05/2026

Four Crossings Institutional Partners V, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Manager of its General Partner

Date: 02/05/2026

Farallon Capital Offshore Investors II, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member of its  
General Partner

Date: 02/05/2026

Farallon Capital (AM) Investors, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member of its  
General Partner

Date: 02/05/2026

Farallon Capital F5 Master I, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Manager of its General Partner

Date: 02/05/2026

Farallon Healthcare Partners Master, L.P.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Manager of its General Partner

Date: 02/05/2026

Farallon Partners, L.L.C.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Managing Member

Date: 02/05/2026

Farallon Institutional (GP) V, L.L.C.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Manager

Date: 02/05/2026

Farallon F5 (GP), L.L.C.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Manager

Date: 02/05/2026

Farallon Healthcare Partners (GP), L.L.C.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, Manager

Date: 02/05/2026

Dapice Joshua J.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, as attorney-in-fact

Date: 02/05/2026

Dreyfuss, Philip D.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, as attorney-in-fact

Date: 02/05/2026

Dunn Hannah E.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn

Date: 02/05/2026

Fried, Richard B

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, as attorney-in-fact

Date: 02/05/2026

Gehani, Varun N.

Signature: /s/ Hannah E. Dunn

Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Giauque, Nicolas

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Husen, Avner A.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Kim, David T.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Linn, Michael G.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Luo Patrick (Cheng)

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Patel, Rajiv A.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Roberts, Jr., Thomas G.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Saito Edric C.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Seybold, William

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Short Daniel S.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Spokes, Andrew J. M.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Warren, John R.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

Wehrly, Mark C.

Signature: /s/ Hannah E. Dunn  
Name/Title: Hannah E. Dunn, as attorney-in-fact  
Date: 02/05/2026

**Exhibit Information**

Exhibit 1. Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 5, 2026

/s/ Hannah E. Dunn

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FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By Hannah E. Dunn, Managing Member

/s/ Hannah E. Dunn

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FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By Hannah E. Dunn, Manager

/s/ Hannah E. Dunn

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FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By Hannah E. Dunn, Manager

/s/ Hannah E. Dunn

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FARALLON HEALTHCARE PARTNERS (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON HEALTHCARE PARTNERS MASTER, L.P.

By Hannah E. Dunn, Manager

/s/ Hannah E. Dunn

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Hannah E. Dunn, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Varun N. Gehani, Nicolas Giauque, Avner A. Husen, David T. Kim, Michael G. Linn, Patrick (Cheng) Luo, Thomas G. Roberts, Jr., Edric C. Saito, Daniel S. Short, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly