SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Evans John M.

(Last) (First) (Middle)
C/O BEAM THERAPEUTICS INC.,
238 MAIN STREET

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Beam Therapeutics Inc. [BEAM]

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
10% Owner
☑ Officer (give title below)
Other (specify below)
CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2026		M(1)		18,663	A	$0.67	1,065,868	D	
Common Stock	06/29/2026		M(1)		6,337	A	$1.03	1,072,205	D	
Common Stock	06/29/2026		S(1)		13,421	D	$35.1336(2)	1,058,784	D	
Common Stock	06/29/2026		S(1)		11,579	D	$35.9119(3)	1,047,205	D	
Common Stock	06/30/2026		M(1)		25,000	A	$1.03	1,072,205	D	
Common Stock	06/30/2026		S(1)		23,100	D	$34.2633(4)	1,049,105	D	
Common Stock	06/30/2026		S(1)		1,900	D	$34.8437(5)	1,047,205	D	
Common Stock								103,000	I	By John M. Evans, III 2018 Irrevocable Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$0.67	06/29/2026		M(1)			18,663	(6)	05/08/2028	Common Stock	18,663	$0	9	D	
Stock Option (Right to Buy)	$1.03	06/29/2026		M(1)			6,337	(7)	07/13/2028	Common Stock	6,337	$0	230,804	D	
Stock Option (Right to Buy)	$1.03	06/30/2026		M(1)			25,000	(7)	07/13/2028	Common Stock	25,000	$0	205,804	D	

Explanation of Responses:

1. The stock options were exercised and the shares of common stock were sold pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 16, 2025.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from $34.55 to $35.50, inclusive. The Reporting Person undertakes to provide to Beam Therapeutics Inc. ("BEAM"), any security holder of BEAM or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from $35.60 to $36.18, inclusive. The Reporting Person undertakes to provide to BEAM, any security holder of BEAM or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from $33.80 to $34.71, inclusive. The Reporting Person undertakes to provide to BEAM, any security holder of BEAM or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from $34.83 to $34.85, inclusive. The Reporting Person undertakes to provide to BEAM, any security holder of BEAM or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

6. On May 8, 2018, the Reporting Person was granted an option to purchase shares of common stock, which vested as to 99,396 shares upon the achievement of a certain development milestone related to base editing applications. On April 3, 2024, the board of directors of BEAM determined that this performance condition was achieved, resulting in the vesting of 99,336 shares.

7. On July 13, 2018, the Reporting Person was granted an option to purchase 539,645 shares of common stock, which vested as to 25% of the underlying shares on January 8, 2019 and in 36 equal monthly installments thereafter.

By: /s/ Christine Bellon, Attorney-in-fact	07/01/2026
** 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 4 (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.