

| OMB APPROVAL                                 |           |
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**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

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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Burrell Terry-Ann</u><br><br>(Last) (First) (Middle)<br>C/O BEAM THERAPEUTICS INC.<br>26 LANDSDOWNE STREET<br><br>(Street)<br>CAMBRIDGE MA 02139<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Beam Therapeutics Inc. [ BEAM ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <span style="float:right">10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span><br><br><p style="text-align:center">CFO</p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/31/2021                        |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 03/31/2021                           |  | A                              |   | 17,500 <sup>(1)</sup>   | A          | \$0.00 | 24,809  | D  |   |

**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 |
| Stock Option (Right to Buy)                | \$80.04  | 03/31/2021                           |  | A                              |   | 35,000   |     | (2)  | 03/31/2031      | Common Stock  | 35,000                                     | \$0.00   | 35,000  | D  |       |

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") granted to the Reporting Person under the Company's 2019 Equity Incentive Plan. Each RSU represents the contingent right to receive one share of the Company's common stock. The RSUs vest in four substantially equal annual installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service with the Company through each vesting date.
- The stock option vests in equal monthly installments each month following the date of grant for the subsequent 48 months, subject to the Reporting Person's continued service with the Company through each vesting date.

**Remarks:**

By: Christine Bellon, Attorney-in-fact 04/02/2021

\*\* 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 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.

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.