FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
vvasilington,	D.C.	20040	

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or	Section 30(h) of the	e Investment (	Company Act of 1940						
1. Name and Addres		Person*		suer Name <b>and</b> Tic am Therapeut		•	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Evans John M	<u>1.</u>			ani Therapeat	ico inc.	DEFINIT J	X	Director	10%	Owner		
(Last)	(First)	(Middle)					X	Officer (give title below)	Othe belo	er (specify w)		
C/O DE AM THED A DELITICO INC				ate of Earliest Trans 31/2022	saction (Month	n/Day/Year)	CEO					
238 MAIN STRI	EET											
(Street)				•	of Original File	d (Month/Day/Year)	6. Indiv	idual or Joint/Grou	p Filing (Check A	pplicable Line)		
CAMBRIDGE MA 02142				07/2021			X	,	Form filed by One Reporting Person			
9								Form filed by Mo	ore than One Re	oorting Person		
(City)	(State)	(Zip)										
		Table I - I	Non-Derivativ	e Securities A	cquired, D	isposed of, or Benefic	ially O	wned				
1. Title of Security (Instr. 3)				2A. Deemed	3.	4. Securities Acquired (A) or		5. Amount of	6. Ownership	7. Nature of		

1. Title of Security (Instr. 3)	2. Transaction	2A. Deemed	3.		4. Securities	Acquired	(A) or	5. Amount of	6. Ownership	7. Nature of	
2. The Or Security (115th, 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11150.4)	
Common Stock								980,825(1)	D		
Common Stock	11/16/2021		G	V	12,000	D	\$0.00	968,825	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		801	D	\$63.79(3)	968,024	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		2,172	D	\$64.47(4)	965,852	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		3,177	D	\$65.49(5)	962,675	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		6,337	D	\$66.55(6)	956,338	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		13,535	D	\$67.44 <sup>(7)</sup>	942,803	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		3,978	D	\$68.15(8)	938,825	D		
Common Stock	01/31/2022		M		100,000	Α	\$1.03	1,038,825	D		
Common Stock	01/31/2022		S <sup>(2)</sup>		300	D	\$63.45 <sup>(9)</sup>	182,700	I	By John M. Evans, III 2018 Irrevocable Trust	
Common Stock	01/31/2022		S <sup>(2)</sup>		1,615	D	\$64.46(10)	181,085	I	By John M. Evans, III 2018 Irrevocable Trust	
Common Stock	01/31/2022		S <sup>(2)</sup>		1,900	D	\$65.55(11)	179,185	I	By John M. Evans, III 2018 Irrevocable Trust	
Common Stock	01/31/2022		S <sup>(2)</sup>		4,105	D	\$66.48(12)	175,080	I	By John M. Evans, III 2018 Irrevocable Trust	
Common Stock	01/31/2022		S <sup>(2)</sup>		9,408	D	\$67.43 <sup>(13)</sup>	165,672	I	By John M. Evans, III 2018 Irrevocable Trust	
Common Stock	01/31/2022		S <sup>(2)</sup>		2,672	D	\$68.16(14)	163,000	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)	3AT Degree - De Execution Date, if any (e. (Month/Day/Year)	rfvativ Transa 9copul 8)	ve Se iction lissirCa	Derivativ Iss <sub>Gu</sub> M(a) Acquired Disposed (Instr. 3,	(A) or I of (D)	নি নিবাসী প্রস্তুতি কর্মিন ক্রিমিন কর্মিন ক্রিমিন ক্রিমিন কর্মিন কর্মিন কর্মিন কর্মিন ক্রিমিন কর্মিন কর্মিন ক্রিমিন		orf, dr 异逆角型形式短限外O of Securities ertible Security Derivative Security (Instr. 3 and 4)		Pice of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
								Date	Expiration		Amount or Number		Transaction(s) (Instr. 4)		
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed	<b>€</b> ode Transa	V	ξΑ Numbe	r(Di)	Exertis ENEC	istable and	7itTetle an	d offresonanés	8. Price of Derivative	9. Number of	10. Ownership	11. Nature
Stock'ity Option3) (Right to Buy)	or Exercise Price of Der\$1.03re Security	(Month/Day/Year)	if any (Month/Day/Year)	Code ( 8)		Securitie Acquired Disposed (Instr. 3,	s (A) or of (D)	(Month/Day/Y		Underlyin Common <sup>e</sup> (II <sub>Stock</sub> ; ar	g Security	Security (Instr. 5)	Securities Beneficially O <sub>V</sub> 384,345 <sup>(1)</sup> Following Reported	Form: Direct (D) or In Prect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Stock Option (Right to -Buy)	\$1.03	01/31/2022		M Code	v	(A)	100,000 (D)	Date(15) Exercisable	07/13/2028 Date	Common TiStock	Amount or 100,000 or sinales	\$0.00	Transaction(s) (Instr. 4) 284,345	D	
Stock Option (Right to Buy)	\$69.21	01/31/2022		A		112,500		(16)	01/31/2032	Common Stock	112,500	\$0.00	112,500	D	

## **Explanation of Responses:**

- 1. On each of July 7, 2021 and October 6, 2021, the reporting person filed a Form 4 which inadvertently reported an exercise of stock options in connection with certain sales of common stock. In fact, the reporting person did not exercise any stock options in connection with the sales reported on such Forms 4. Accordingly, the first line of each of Tables 1 and 2 of this Form 4 reflects the corrected number of securities beneficially owned by the reporting person prior to the transactions reported herein.
- 2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan. The sale price reported is a weighted average price. 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 \$63.60 to \$63.96, inclusive.
- $4. \ The price reported in Column \ 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$64.21 to \$64.50, inclusive.$ 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$65.20 to \$65.99, inclusive.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$66.09 to \$66.94, inclusive.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$67.00 to \$67.99, inclusive.
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$68.00 to \$68.60, inclusive.
- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$63.26 to \$63.58, inclusive.
- 10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$64.17 to \$64.50, inclusive.
- 11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$65.20 to \$65.99, inclusive.
- 12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$66.00 to \$66.94, inclusive.
- 13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$67.00 to \$67.99, inclusive.
- 14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$68.00 to \$68.60, inclusive.
- 15. The option vests as to 25% on the first anniversary of the of the vesting commencement date, January 8, 2018, and at a rate of 2.78% each month thereafter until the option is fully vested.
- 16. The 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 BEAM through each vesting date.

## Remarks:

By: /s/ Christine Bellon, 02/02/2022 Attorney-in-fact

\*\* 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.