

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>FMR LLC</u> (Last) (First) (Middle) 245 SUMMER STREET (Street) BOSTON MA 02210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Beam Therapeutics Inc. [BEAM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remark 1
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 08/10/2021	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	08/06/2021		J		745,393	D	\$0	6,226,519	I	F-Prime Capital Partners Healthcare Fund V LP ⁽¹⁾
Common Stock	08/06/2021		J		7,454	A	\$0	7,454	I	F-Prime Capital Partners Healthcare Advisors Fund V LP ⁽¹⁾
Common Stock	08/06/2021		J		7,454	D	\$0	0	I	F-Prime Capital Partners Healthcare Advisors Fund V LP ⁽¹⁾
Common Stock	08/06/2021		J		724	A	\$0	724	I	F-Prime Inc. ⁽¹⁾
Common Stock	08/06/2021		J		447,236	A	\$0	1,160,583	I	Impresa Fund III Limited Partnership ⁽¹⁾
Common Stock	08/09/2021		J		1,160,430	D	\$0	153	I	Impresa Fund III Limited Partnership ⁽¹⁾
Common Stock	08/09/2021		J		950,485	A	\$0	950,485	I	Shares held by persons and entities whose shares are subject to reporting by the undersigned. ⁽¹⁾⁽²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- These holdings were acquired or disposed of (as applicable) in the form of a distribution without payment of consideration.
- This amendment is being filed to include missing holdings from Table 1 by persons and entities whose shares are subject to reporting by the undersigned and report FMR LLC still subject to Section 16.

Remarks:

Remark 1: Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Abigail P. Johnson is c/o FMR LLC, 245 Summer Street, Boston, MA 02110. Remark 2: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the undersigned are the beneficial owners of any securities reported herein. Remark 3: The general partner of F-Prime Capital Partners Healthcare Fund V LP is F-Prime Capital Partners Healthcare Advisors Fund V LP (FPCPHA). FPCPHA is solely managed by Impresa Management LLC, the general partner of its general partner and its investment manager. Impresa Fund III Limited Partnership is solely managed by Impresa Management LLC, its general partner and investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family. F-Prime Inc. is a wholly-owned subsidiary of FMR LLC.

Chris Gouveia, Duly
authorized under Powers of
Attorney, by and on behalf of 08/16/2021
FMR LLC and its direct and
indirect subsidiaries, and
Abigail P. Johnson

** 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.

POWER OF ATTORNEY

WHEREAS, each individual, entity, or group of entities, set forth in Exhibit A hereto (each, a "Grantor") has appointed Kevin M. Meagher with full power of substitution, for the Grantor and in her or its name, to notify companies and to sign such notices, filings or amendments thereto, in respect of interests in shares held, directly or beneficially, by the Grantor, pursuant to the laws and regulations of countries and other jurisdictions within the U.S. and other jurisdictions within North America, Central America, South America, Bermuda, and the Caribbean (collectively, the "Applicable Countries"), as shall from time to time be applicable to the Grantor.

NOW, THEREFORE, the undersigned hereby constitutes and appoints each of Christopher Gouveia and Bryan Comtois as his substitute, to have all the powers of the undersigned regarding filings required with respect to each Grantor by the laws and regulations within the Applicable Countries.

The Power of Attorney granted herein shall remain in full force and effect only for such time as the undersigned shall continue to be an officer of Fidelity Management & Research Company LLC, provided that, notwithstanding the foregoing, this Power of Attorney may be revoked in whole or in part at any time by the undersigned in writing.

By /s/ Kevin M. Meagher
Kevin M. Meagher
Chief Compliance Officer of Fidelity Management & Research Company LLC

Dated: January 7, 2021

Exhibit A

1. Abigail P. Johnson
2. FMR LLC
3. Fidelity Management & Research Company LLC
4. Strategic Advisers LLC
5. Fidelity Management Trust Company
6. Fidelity Management & Research (Hong Kong) Limited
7. Fidelity Management & Research (Japan) Limited
8. FMR Investment Management (UK) Limited
9. Fidelity Management & Research (Canada) ULC
10. Fidelity Investments Canada ULC
11. Fidelity Personal and Workplace Advisors LLC
12. Crosby Advisors LLC
13. Impresa Management LLC and the collective investment vehicles for which Impresa Management LLC acts as manager, general partner or general partner of the general partner
14. The Fidelity Equity and High Income Funds for which Fidelity Management & Research Company LLC serves as investment adviser
15. The Fidelity Fixed Income and Asset Allocation Funds for which Fidelity Management & Research Company LLC serves as investment adviser
16. The Funds for which Strategic Advisers LLC serves as investment adviser
17. FIAM Holdings LLC, FIAM LLC and Fidelity Institutional Asset Management Trust Company
18. FIL Limited and each of its direct and indirect subsidiaries
19. Pandanus Associates, Inc. and Pandanus Partners L.P.