

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).

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

1. Name and Address of Reporting Person * <u>NELSEN ROBERT</u> (Last) (First) (Middle) <u>8755 W. HIGGINS ROAD, SUITE 1025</u> (Street) <u>CHICAGO IL 60631</u> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/10/2020		C ⁽¹⁾		4,121,520	A	(1)	4,121,520	I	See footnote ⁽²⁾
Common Stock	02/10/2020		C ⁽¹⁾		4,121,519	A	(1)	4,121,519	I	See footnote ⁽³⁾

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				
Series A-1 Preferred Stock	(1)	02/10/2020		C ⁽¹⁾		1,338,000		(1)	(1)	Common Stock	1,338,000	(1)	0	I	See footnote ⁽²⁾
Series A-1 Preferred Stock	(1)	02/10/2020		C ⁽¹⁾		1,338,000		(1)	(1)	Common Stock	1,338,000	(1)	0	I	See footnote ⁽³⁾
Series A-2 Preferred Stock	(1)	02/10/2020		C ⁽¹⁾		2,750,336		(1)	(1)	Common Stock	2,750,336	(1)	0	I	See footnote ⁽²⁾
Series A-2 Preferred Stock	(1)	02/10/2020		C ⁽¹⁾		2,750,335		(1)	(1)	Common Stock	2,750,335	(1)	0	I	See footnote ⁽³⁾
Series B Preferred Stock	(1)	02/10/2020		C ⁽¹⁾		33,184		(1)	(1)	Common Stock	33,184	(1)	0	I	See footnote ⁽²⁾
Series B Preferred Stock	(1)	02/10/2020		C ⁽¹⁾		33,184		(1)	(1)	Common Stock	33,184	(1)	0	I	See footnote ⁽³⁾

Explanation of Responses:

- Upon closing of the Issuer's initial public offering, each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock, and Series B Preferred Stock automatically converted into shares of Common Stock without payment or further consideration. There was no expiration date for the Series A-1 Preferred Stock, Series A-2 Preferred Stock, or Series B Preferred Stock.
- The shares are held by ARCH Venture Fund IX, L.P. ("ARCH IX"). The Reporting Person is a managing director of ARCH Venture Partners IX, LLC, the sole general partner of ARCH Venture Partners IX, L.P., which is the sole general partner of ARCH IX, and shares voting and investment control with respect to shares held by ARCH IX. The Reporting Person may be deemed to beneficially own the shares held by ARCH IX, and the Reporting Person disclaims ownership of such shares, except to the extent of his pecuniary interest therein.
- The shares are directly held by ARCH Venture Fund IX Overage, L.P. ("ARCH Overage"). The Reporting Person is a managing director of ARCH Venture Partners IX, LLC, the sole general partner of ARCH Venture Partners IX Overage, L.P. ("Overage GPLP"), which is the sole general partner of ARCH Overage, and shares voting and investment control with respect to shares held by ARCH Overage. The Reporting Person disclaims ownership of such shares, except to the extent of his pecuniary interest therein.

Remarks:

By: Christine Bellon, Attorney- 02/11/2020
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.