SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

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

1. Name and Address of Versant Venture (Last) (Fir ONE SANSOME S ⁻ (Street) SAN FRANCISCO (City) (Sta	Capital VII, L st) (Mi FREET, SUITE 1 . 94 ate) (Zig	.P. St ddle) 650 104	Date of Event Re atement (Month/ 5/21/2024	Day/Year)	3. Issuer Name and Ticker or Tradir LENZ Therapeutics, Inc. 4. Relationship of Reporting Person (Check all applicable) Director Officer (give title below)	[LENZ]	y	5. If Amendment, Dat (Month/Day/Year) 6. Individual or Joint/ Applicable Line)	
ONE SANSOME S' (Street) SAN FRANCISCO	TREET, SUITE 1 94 ate) (Zig	650	Table I - No		(Check all applicable) Director	10% Owner Other (specif	y	(Month/Day/Year) 6. Individual or Joint/	
ONE SANSOME S' (Street) SAN FRANCISCO	TREET, SUITE 1 94 ate) (Zig	650	Table I - No		Director Difficer (give title	Other (specif	y	 Individual or Joint/ 	Group Filing (Check
(Street) SAN FRANCISCO	. 94 ate) (Zip	104	Table I - No			Other (specif below)			Group Filing (Check
SAN FRANCISCO	ate) (Zip		Table I - No						Group Filing (Check
FRANCISCO CA	ate) (Zip		Table I - No						Sidup i liling (Silcold
(City) (Sta))	Table I - No					Form filed by	One Reporting Person More than One Reporting
(r. 4)		lable I - No			<u> </u>		X Person	
1. Title of Security (Inst					ative Securities Beneficially 2. Amount of Securities	3. Ownership	4	Nature of Indirect B	eneficial Ownership (Ins
n nie o Security (insu. +)				Beneficially Owned (Instr. 4) Form: Direct (I Indirect (I) (Instr. 4)		D) or 5)			
Common Stock					1,598,789 ⁽¹⁾	D ⁽²⁾			
		(4			ve Securities Beneficially C rants, options, convertible				
1. Title of Derivative Security (Instr. 4) Expiration I (Month/Day			ate	te Derivative Security (Instr. 4)		4. Conversi or Exerci	kercise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares	Price of Derivativ Security	indirect (I) re (Instr. 5)	
Warrant (Right to Bu	y)		03/21/2024	10/30/202		70,534 ⁽¹⁾	10.64	D ⁽²⁾	
1. Name and Address of				1	-		1		
Versant Venture	<u>Capital VII, L</u>	<u>.P.</u>							
(Last) ONE SANSOME S	(First) FREET, SUITE 1	(Middle)							
(Street) SAN FRANCISCO	СА	94104							
(City)	(State)	(Zip)							
1. Name and Address of Versant Ventures									
(Last) (First) (Middle) ONE SANSOME STREET, SUITE 1650									
(Street) SAN FRANCISCO	СА	94104							
(City)	(State)	(Zip)							
1. Name and Address of <u>Versant Ventures</u>		<u>LLC</u>							
(Last) ONE SANSOME S	(First) FREET, SUITE 1	(Middle)							
(Street) SAN FRANCISCO	СА	94104							
(City)	(State)	(Zip)							

Explanation of Responses:

1. These securities were acquired pursuant to that certain Agreement and Plan of Merger by and among the Issuer, Generate Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Issuer ("Merger Sub"), and Lenz Therapeutics, Inc., a Delaware corporation ("LENZ"), pursuant to which the Merger Sub merged with and into LENZ (the "Merger"), with LENZ continuing as a wholly owned subsidiary of the Issuer and the surviving corporation of the Merger.

2. These securities are held by Versant Venture Capital VII, L.P. ("VVC VII"). Versant Ventures VII GP-GP, LLC ("VV VII GP") is the sole general partner of Versant Ventures VII GP, L.P. ("VV VII") and VV VII is the sole general partner of VVC VII. Each of VV VII GP and VV VII disclaims beneficial ownership of the shares held by VVC VII, except to the extent of their respective pecuniary interests therein.

OMB APPROVAL

Versant Venture Capital VII, L.P. By: Versant Ventures VII GP, L.P. Its: General Partner By: Versant Ventures VII GP-GP, LLC By: /s/ Max Eisenberg Its: Chief Operating Officer	<u>03/25/2024</u>
Versant Ventures VII GP, L.P., By: Versant Ventures VII GP-GP, LLC By: /s/ Max Eisenberg Its: Chief Operating Officer	<u>03/25/2024</u>
Versant Ventures VII GP-GP, LLC By: /s/ Max Eisenberg Its: Chief Operating Officer	03/25/2024
** 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 5 (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.