

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>Versant Venture Capital VI, L.P.</u> (Last) (First) (Middle) <u>ONE SANSOME STREET, SUITE 1650</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENZ Therapeutics, Inc. [LENZ]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
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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	03/21/2024		J ⁽¹⁾		598,203	A	(1)	842,162 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock								2,101,199 ⁽²⁾	D ⁽⁴⁾	
Common Stock								1,598,789	I	See footnote ⁽⁵⁾ (6)

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				

1. Name and Address of Reporting Person* <u>Versant Venture Capital VI, L.P.</u> (Last) (First) (Middle) <u>ONE SANSOME STREET, SUITE 1650</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Versant Ventures VI GP, L.P.</u> (Last) (First) (Middle) <u>ONE SANSOME STREET, SUITE 1650</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Versant Ventures VI GP-GP, LLC</u> (Last) (First) (Middle) <u>ONE SANSOME STREET, SUITE 1650</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

[Versant Vantage II, L.P.](#)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

[Versant Vantage II GP, L.P.](#)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

[Versant Vantage II GP-GP, LLC](#)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

[Versant Venture Capital VII, L.P.](#)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

[Versant Ventures VII GP, L.P.](#)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

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1. Name and Address of Reporting Person*

[Versant Ventures VII GP-GP, LLC](#)

(Last)	(First)	(Middle)
ONE SANSOME STREET, SUITE 1650		

(Street)		
SAN FRANCISCO	CA	94104

(City) (State) (Zip)

Explanation of Responses:

1. These shares 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. Effective March 21, 2024, prior to the closing of the Merger, the Issuer effected a one-for-seven reverse stock split of its common stock (the "Reverse Stock Split"). The amount of securities reported on this Form 4 have been adjusted to reflect the Reverse Stock Split.
3. These shares are held by Versant Vantage II, L.P. ("VV II"). Versant Vantage II GP-GP, LLC ("VV II GP-GP") is the sole general partner of Versant Vantage II GP, L.P. ("VV II GP") and VV II GP is the sole general partner of VV II. Each of VV II GP-GP and VV II GP disclaims beneficial ownership of the shares held by VV II, except to the extent of their respective pecuniary interests therein.
4. These shares are held by Versant Venture Capital VI, L.P. ("VVC VI"). Versant Ventures VI GP-GP, LLC ("VV VI GP") is the sole general partner of Versant Ventures VI GP, L.P. ("VV VI") and VV VI is the sole general partner of VVC VI. Each of VV VI GP and VV VI disclaims beneficial ownership of the shares held by VVC VI, except to the extent of their respective pecuniary interests therein.
5. These shares 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.
6. VVC VII's acquisition of these shares pursuant to the Merger was previously reported on a Form 3 filed on March 25, 2024.

Versant Vantage II, LP By: Versant
Vantage II GP, L.P. Its: General
Partner By: Versant Vantage II GP-
GP, LLC Its: General Partner By: 03/25/2024
/s/ Max Eisenberg Its: Chief
Operating Officer

Versant Vantage II GP, L.P., By:
Versant Vantage II GP-GP, LLC
Its: General Partner By: /s/ Max
Eisenberg Its: Chief Operating
Officer 03/25/2024

Versant Vantage II GP-GP, LLC,
By: /s/ Max Eisenberg Its: Chief
Operating Officer 03/25/2024

Versant Venture Capital VI, L.P.
By: Versant Ventures VI GP, L.P.
Its: General Partner By: Versant
Ventures VI GP-GP, LLC By: /s/
Max Eisenberg Its: Chief
Operating Officer 03/25/2024

Versant Ventures VI GP, L.P., By:
Versant Ventures VI GP-GP, LLC
By: /s/ Max Eisenberg Its: Chief
Operating Officer 03/25/2024

Versant Ventures VI GP-GP, LLC
By: /s/ Max Eisenberg Its: Chief
Operating Officer 03/25/2024

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 03/25/2024

Versant Ventures VII GP, L.P., By:
Versant Ventures VII GP-GP, LLC
By: /s/ Max Eisenberg Its: Chief
Operating Officer 03/25/2024

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 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.