FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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Estimated average burden	
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## 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

Name and Address of Reporting Person*     Scheiner Zachary			2. Issuer Name and Ticker or Trading Symbol LENZ Therapeutics, Inc. [ LENZ ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
(Last) (First) C/O RA CAPITAL MANAGEMENT 200 BERKELEY STREET, 18TH FLO			3. Date of Earliest Transaction (Month/Day/Year) 03/21/2024		Officer (give title below)	Other (specify below)			
(Street) BOSTON (City)	MA (State)	02116 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing Form filed by One Repo Form filed by More than	orting Person			

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(111341. 4)

# 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		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		Derivative I		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)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$15.05	03/21/2024		A		27,000		(1)	03/20/2034	Common Stock	27,000	\$0	27,000	D <sup>(2)</sup>	

## Explanation of Responses:

- 1. Subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2024 Equity Incentive Plan) through each applicable date, one thirty-sixth (1/36th) of the shares subject to the option shall vest each month following the Vesting Commencement Date on the same day of the month). "Vesting Commencement Date" shall mean March 21, 2024.
- 2. Under the Reporting Person's arrangement with RA Capital Management, L.P. (the "Adviser"), the Reporting Person holds the option for the benefit of the RA Capital Healthcare Fund, L.P. (the "Fund"), RA Capital Nexus II Fund, L.P. (the "Nexus II Fund") and a separately managed account (the "Account"). The Reporting Person is obligated to turn over to the Adviser any net cash or stock received from the option, which will offset advisory fees owed by the Fund, the Nexus II Fund and the Account to the Adviser. The Reporting Person therefore disclaims beneficial ownership of the option and underlying common stock.

/s/ Zachary Scheiner

03/25/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.