

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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.

1. Name and Address of Reporting Person* <u>RA CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LENZ Therapeutics, Inc. [LENZ]</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) 03/21/2024	
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	03/21/2024		A		2,386,301	A	(1)	2,386,301	I	See Footnotes ⁽²⁾ ⁽³⁾
Common Stock	03/21/2024		A		694,755	A	(1)	694,755	I	See Footnotes ⁽³⁾ ⁽⁴⁾
Common Stock	03/21/2024		A		164,729	A	(1)	164,729	I	See footnotes ⁽³⁾ ⁽⁵⁾
Common Stock	03/21/2024		P		933,038	A	\$15.03	3,319,339	I	See footnotes ⁽²⁾ ⁽³⁾
Common Stockj	03/21/2024		P		64,971	A	\$15.03	694,755	I	See footnotes ⁽³⁾ ⁽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	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
Warrants (Right to Buy)	\$10.64	03/21/2024		A		54,582		03/21/2024	10/30/2027	Common Stock	54,582	(6)	54,582	I	See footnotes ⁽²⁾ ⁽³⁾
Warrants (Right to Buy)	\$10.64	03/21/2024		A		10,580		03/21/2024	10/30/2027	Common Stock	10,580	(6)	10,580	I	See footnotes ⁽³⁾ ⁽⁴⁾
Warrants (Right to Buy)	\$10.64	03/21/2024		A		5,371		03/21/2024	10/30/2027	Common Stock	5,371	(6)	5,371	I	See footnotes ⁽³⁾ ⁽⁵⁾
Stock Option (right to buy)	\$15.05	03/21/2024		A		27,000		(7)	03/20/2034	Common Stock	27,000	\$0	27,000	I	See footnotes ⁽³⁾ ⁽⁸⁾

1. Name and Address of Reporting Person* <u>RA CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR (Street) BOSTON MA 02116

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
RA Capital Healthcare Fund LP		
(Last)	(First)	(Middle)
200 BERKELEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
RA Capital Nexus Fund II, L.P.		
(Last)	(First)	(Middle)
200 BERKELEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Kolchinsky Peter		
(Last)	(First)	(Middle)
C/O RA CAPITAL MANAGEMENT, L.P. 200 BERKELEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Shah Rajeev M.		
(Last)	(First)	(Middle)
C/O RA CAPITAL MANAGEMENT, L.P. 200 BERKELEY STREET, 18TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

Explanation of Responses:

- Received in exchange for equity of LENZ Therapeutics Operations, Inc. ("LENZ OpCo") pursuant to an Agreement and Plan of Merger and Reorganization by and among LENZ OpCo, the Issuer and Generate Merger Sub, Inc., a wholly-owned subsidiary of the Issuer ("Generate Merger Sub"), as amended (the "Merger Agreement"). Under the terms of the Merger Agreement, on March 21, 2024, Generate Merger Sub merged with and into LENZ OpCo (the "Merger"), with LENZ OpCo surviving the Merger as a wholly-owned subsidiary of the Issuer.
- These securities are held directly by RA Capital Healthcare Fund, L.P. (the "Fund").
- RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund, RA Capital Nexus Fund II, L.P. (the "Nexus Fund II"), and a separately managed account (the "Account"). The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.
- These securities are held directly by Nexus Fund II.
- These securities are held directly by the Account.
- Received in exchange for warrants of LENZ OpCo pursuant to the Merger Agreement.
- 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 as the Vesting Commencement Date (and if there is no corresponding day, on the last day of the month), subject to Dr. Zach Scheiner continuing to be a Service Provider (as defined in the Issuer's 2024 Equity Incentive Plan) through each applicable date. "Vesting Commencement Date" shall mean March 21, 2024.
- Under Dr. Scheiner's arrangement with the Adviser, Dr. Scheiner holds the option for the benefit of the Fund and the Nexus Fund II. Dr. Scheiner is obligated to turn over to the Adviser any net cash or stock received upon exercise of the option, which will offset advisory fees owed by the Fund and the Nexus Fund II to the Adviser. The Reporting Persons therefore disclaim beneficial ownership of the option and underlying common stock except to the extent of their pecuniary interest therein.

Remarks:

Dr. Zach Scheiner, a Principal of RA Capital Management, L.P., serves on the Issuer's board of directors.

[/s/ Peter Kolchinsky, Manager of RA Capital Management, L.P.](#) 03/25/2024
[/s/ Peter Kolchinsky, Manager of RA Capital Healthcare Fund GP, LLC the General Partner of RA Capital Healthcare Fund, L.P.](#) 03/25/2024
[/s/ Peter Kolchinsky, Manager of RA Capital Nexus Fund II GP,](#) 03/25/2024

LLC the General Partner of RA

Capital Nexus Fund II, L.P.

/s/ Peter Kolchinsky, individually. 03/25/2024

/s/ Rajeev Shah, individually. 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.