

**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>Odrich Marc</u>  (Last) (First) (Middle) C/O LENZ THERAPEUTICS, INC. 445 MARINE VIEW AVE SUITE 320  (Street) DEL MAR CA 92014  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2024</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	03/21/2024 <sup>(1)</sup>		A		99,599	A	\$0	99,599	D		

**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
Stock Option (right to buy)	\$6.04	03/21/2024 <sup>(2)</sup>		A		66,472		(3)	06/19/2033	Common Stock	66,472	\$0	66,472	D	
Stock Option (right to buy)	\$15.05	03/21/2024		A		105,000		(4)	03/20/2034	Common Stock	105,000	\$0	105,000	D	

**Explanation of Responses:**

- Shares issued upon closing of the transactions contemplated by the Agreement and Plan of Merger, dated as of November 14, 2023 (the "Merger Agreement"), by and among the Issuer, Generate Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the issuer, and LENZ Therapeutics Operations, Inc. (previously named Lenz Therapeutics, Inc.), a Delaware corporation ("LENZ OpCo"), in exchange of outstanding shares of LENZ OpCo, pursuant to the terms and conditions of the Merger Agreement.
- Stock option assumed in connection with the closing of the transactions contemplated by the Agreement and Plan of Merger, dated as of November 14, 2023 (the "Merger Agreement"), by and among the Issuer, Generate Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the issuer, and LENZ Therapeutics Operations, Inc. (previously named Lenz Therapeutics, Inc.), a Delaware corporation ("LENZ OpCo"), in exchange of an outstanding option to purchase shares of LENZ OpCo, pursuant to the terms and conditions of the Merger Agreement.
- Subject to the Reporting Person continuing to be a Service Provider (as defined in the LENZ Therapeutics Operations, Inc. (previously named Lenz Therapeutics, Inc.) 2020 Equity Incentive Plan) through each applicable date, twenty five percent (25%) of the shares subject to the option shall vest on the one (1) year anniversary of the Vesting Commencement Date, and one forty-eighth (1/48th) of the shares subject to the option shall vest each month thereafter 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). "Vesting Commencement Date" shall mean March 6, 2023.
- 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, twenty five percent (25%) of the shares subject to the option shall vest on the one (1) year anniversary of the Vesting Commencement Date, and one thirty-sixth (1/36th) of the remaining shares subject to the option shall vest each month thereafter 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). "Vesting Commencement Date" shall mean March 21, 2024.

**Remarks:**

/s/ Evert Schimmelpennink, as Attorney-in-Fact 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.