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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 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.

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| 1. Name and Address of Reporting Person* <u>MCCOLLUM JAMES W</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) <input checked="" type="checkbox"/> Director 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 ⁽¹⁾ | | A | | 95,034 | A | \$0 | 95,034 | D | |
| Common Stock | 03/21/2024 ⁽¹⁾ | | A | | 477,600 | A | \$0 | 477,600 | I | By trust |
| Common Stock | 03/21/2024 | | A | | 16,633 ⁽²⁾ | A | \$15.0299 | 494,233 | I | By trust |

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 |
| Warrant (right to buy) | \$10.64 | 03/21/2024 ⁽³⁾ | | A | | 6,575 | | 10/30/2020 | 10/30/2027 | Common Stock | 6,575 | \$0 | 6,575 | I | By trust |
| Stock Option (right to buy) | \$15.05 | 03/21/2024 | | A | | 27,000 | | (4) | 03/20/2034 | Common Stock | 27,000 | \$0 | 27,000 | 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.
- Shares issued upon the closing of the private placement financing under the Subscription Agreement by and among the Issuer, the Reporting Person and the other purchasers party thereto, dated as of November 14, 2023, pursuant to which, immediately following the closing of the transactions contemplated by the Merger Agreement, such purchasers purchased an aggregate of 3,559,565 shares of Common Stock at a price of \$15.0299 per share for aggregate gross proceeds to the Issuer of approximately \$53.5 million, as more fully described in the Issuer's reports filed with the Securities and Exchange Commission.
- Warrant assumed in connection with the closing of the transactions contemplated by the Merger Agreement, in exchange of an outstanding warrant 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 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 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.