

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).

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>BAKER BROS. ADVISORS LP</u> (Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prelude Therapeutics Inc [PRLD]</u> 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			

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)		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				
Non-Qualified Stock Option (right to buy)	\$3.9	06/14/2024		A		(I)	06/13/2034	Common Stock	23,500	\$0	23,500	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾
Non-Qualified Stock Option (right to buy)	\$3.9	06/14/2024		A		(I)	06/13/2034	Common Stock	23,500	\$0	23,500	I	See Footnotes ⁽²⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*
BAKER BROS. ADVISORS LP
 (Last) (First) (Middle)
 860 WASHINGTON STREET
 3RD FLOOR
 (Street)
 NEW YORK NY 10014
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
667, L.P.
 (Last) (First) (Middle)
 860 WASHINGTON STREET, 3RD FLOOR
 (Street)
 NEW YORK NY 10014
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Baker Bros. Advisors (GP) LLC
 (Last) (First) (Middle)
 860 WASHINGTON STREET
 3RD FLOOR
 (Street)
 NEW YORK NY 10014
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Baker Brothers Life Sciences LP		
(Last)	(First)	(Middle)
860 WASHINGTON STREET 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BAKER FELIX		
(Last)	(First)	(Middle)
860 WASHINGTON STREET 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BAKER JULIAN		
(Last)	(First)	(Middle)
860 WASHINGTON STREET, 3RD FLOOR		
(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)

Explanation of Responses:

- Includes 23,500 non-qualified stock options ("Stock Options") exercisable solely into common stock ("Common Stock") of Prelude Therapeutics Incorporated (the "Issuer") granted by the Issuer to Julian C. Baker, a managing member of Baker Bros. Advisors (GP) LLC (the "Adviser GP"), on June 14, 2024, in his capacity as a director of the Issuer, pursuant to the Issuer's 2020 Stock Incentive Plan, as Amended and Restated (the "Incentive Plan"). The Stock Options have a strike price of \$3.90 per share, and vest on the earlier of the first anniversary of the grant date or the date of the next annual meeting of stockholders of the Issuer, subject to Julian C. Baker's continued service on the board of directors of the Issuer (the "Board") through the vesting date or an earlier change in control of the Issuer. The Stock Options expire on June 13, 2034.
- Julian C. Baker serves on the Board as a representative of 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with 667, the "Funds") and their affiliates and control persons.
- After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Biotech Capital, L.P. and (ii) 667, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in the Stock Options reported in column 9 of Table II held for the benefit of 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to their interest in 667 and Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- Baker Bros. Advisors LP (the "Adviser") serves as the investment adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held for the benefit of the Funds. The Adviser GP is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held for the benefit of the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held for the benefit of the Funds.
- Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held for the benefit of the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- Pursuant to the policies of the Adviser, Julian C. Baker does not have a right to any of the Issuer's securities issued as compensation for his service on the Board and the Funds are entitled to an indirect proportionate pecuniary interest in such securities. The Funds each own an indirect proportionate pecuniary interest in such securities. Solely as a result of their ownership interest in (i) the general partners of the Funds and (ii) the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock, Stock Options and Common Stock issued upon exercise of Stock Options (i.e. no direct pecuniary interest) issued as compensation for such Board service.
- Pursuant to the policies of the Adviser, the Adviser has voting and dispositive power over the Stock Options and any Common Stock received as a result of the exercise of Stock Options.
- The acquisition of Stock Options reported on this form represents a single grant to Julian C. Baker of 23,500 Stock Options on Table II. This grant of 23,500 Stock Options for Julian C. Baker is reported for each of the Funds as each has an indirect pecuniary interest in such securities.
- After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Brothers Life Sciences Capital, L.P. and (ii) Life Sciences, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in the Stock Options reported in column 9 of Table II held for the benefit of Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to their interest in Life Sciences and Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

Remarks:

Julian C. Baker, a managing member of Baker Bros. Advisors (GP) LLC, the sole general partner of Baker Bros. Advisors LP, is a director of Prelude Therapeutics Incorporated (the "Issuer"). By virtue of their representation on the board of directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons other than Julian C. Baker are deemed directors by deputation of the Issuer.

[By: Baker Bros. Advisors LP,](#)
[Name: Scott L. Lessing, Title: 06/18/2024](#)
[President /s/ Scott L. Lessing](#)
[Baker Bros. Advisors LP, Mgmt,](#)
[Co. and Inv. Adviser to 667, L.P.,](#)
[pursuant to authority granted by](#)
[Baker Biotech Capital, L.P., GP to 06/18/2024](#)
[667, L.P. Name: Scott L. Lessing,](#)
[Title: President /s/ Scott L.](#)
[Lessing](#)
[By: Baker Bros. Advisors \(GP\)](#)
[LLC, Name: Scott L. Lessing,](#)
[Title: President /s/ Scott L. 06/18/2024](#)
[Lessing](#)
[Baker Bros. Advisors LP, Mgmt. 06/18/2024](#)
[Co. and Inv. Adviser to BAKER](#)
[BROTHERS LIFE SCIENCES,](#)
[L.P., pursuant to authority granted](#)
[by Baker Brothers Life Sciences](#)
[Capital, L.P., GP to Baker](#)
[Brothers Life Sciences, L.P.,](#)

Name: Scott L. Lessing, Title:
President /s/

/s/ Felix J. Baker

06/18/2024

/s/ Julian C. Baker

06/18/2024

** 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.