SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Mauro David J	**Prelude Therapeutics Inc** [PRLD]	Director		10% Owner

1. Name and Address of Reporting Person[*]

Mauro David J

(Last) (First) (Middle)

C/O PRELUDE THERAPEUTICS INCORPORATED
200 POWDER MILL ROAD

(Street)

WILMINGTON DE 19803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Prelude Therapeutics Inc [PRLD]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner

X Officer (give title below)   Other (specify below)

Chief Medical Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	05/05/2021		M		15,000	A	$1.89	15,000	D	
Common Stock	05/05/2021		S[(1)]		3,415	D	$39.3555[(2)]	11,585	D	
Common Stock	05/05/2021		S[(1)]		10,476	D	$40.2967[(3)]	1,109	D	
Common Stock	05/05/2021		S[(1)]		1,109	D	$41.0682[(4)]	0	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	Amount or Number of Shares				
Common Stock	$1.89	05/05/2021		M			15,000	[(5)]	06/16/2029	Common Stock	15,000	$0.00	212,610	D	

Explanation of Responses:

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $38.70 to $39.69, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.70 to $40.69, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $40.70 to $41.52, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

5. The stock option vested as to 25% of the total shares monthly on May 1, 2020, and thereafter vests as to 1/48 of the total shares monthly until fully vested, subject to the Reporting Person's provision of service to the Issuer on the vesting date.

Remarks:

/s/ Brian Piper, Attorney-in-Fact   05/07/2021

** 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.