

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person* <u>FRIEDMAN PAUL A</u>  (Last) (First) (Middle) <u>C/O PRELUDE THERAPEUTICS INCORPORATED</u> <u>200 POWDER MILL ROAD</u>  (Street) <u>WILMINGTON DE 19801</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prelude Therapeutics Inc [ PRLD ]</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) <u>03/27/2020</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	09/29/2020		C		295,794	A	(1)	347,522	D	
Common Stock	09/29/2020		C		152,576	A	(1)	500,098	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				
Series B Preferred Stock	(2)	03/27/2020		P		76,288 <sup>(3)</sup>		(2)	(2)	Common Stock <sup>(3)</sup>	76,288 <sup>(3)</sup>	(2)	152,576 <sup>(3)</sup>	D	
Series A Preferred Stock	(1)	09/29/2020		C			295,794	(1)	(1)	Common Stock	295,794	\$0.00	0	D	
Series B Preferred Stock	(1)	09/29/2020		C			152,576	(1)	(1)	Common Stock	152,576	\$0.00	0	D	

**Explanation of Responses:**

- The Series A and Series B Preferred Stock automatically converted into shares of the Issuer's common stock on a one-for-one basis immediately upon the closing of the Issuer's initial public offering on September 29, 2020 and had no expiration date.
- Each share of the Issuer's Series B Preferred Stock may be automatically converted into one share of the Issuer's Common Stock or, at the election of the holder and subject to certain conditions, Non-Voting Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. Notwithstanding the foregoing, the option to convert into Non-Voting Common Stock shall be limited to no more than 40% of the aggregate shares of common stock issuable to such holder upon conversion of such holder's convertible preferred stock.
- The number of securities reported reflects the one-for-1.1566 reverse stock split of the Issuer's common stock and convertible preferred stock that was effected on September 18, 2020.

**Remarks:**

/s/ Brian Piper, as Attorney-in-Fact for Paul A. Friedman 09/30/2020

\*\* 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.

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