

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>ORBIMED ADVISORS LLC</u>  (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR  (Street) NEW YORK NY 10022  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/27/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year) 09/29/2020		

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)		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	(1)	03/27/2020		P		3,681,822 <sup>(2)</sup>		(1)	(1)	Common Stock <sup>(1)</sup>	3,681,822 <sup>(2)</sup>	(1)	7,363,644 <sup>(2)</sup>	I	See footnote <sup>(3)(4)</sup>
Series C Preferred Stock	(1)	08/21/2020		P		1,033,084 <sup>(2)</sup>		(1)	(1)	Common Stock <sup>(1)</sup>	1,033,084 <sup>(2)</sup>	(1)	1,033,084 <sup>(2)</sup>	I	See footnote <sup>(3)(4)</sup>

1. Name and Address of Reporting Person* <u>ORBIMED ADVISORS LLC</u>  (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>OrbiMed Capital GP VI LLC</u>  (Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)

Explanation of Responses:

- The Reporting Person is reporting the purchases of these securities pursuant to Rule 16a-2(a) of the Exchange Act. Each share of the Issuer's Series B Preferred Stock and Series C 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. Each share of the Issuer's Series B Preferred Stock and Series C Preferred Stock was automatically converted into one share of the Issuer's Common Stock or Non-Voting Common Stock immediately prior to the closing of the Issuer's initial public offering.
- 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.
- This report on Form 4 is jointly filed by OrbiMed Advisors and OrbiMed Capital GP VI LLC ("GP VI"). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that any such entity is a beneficial owner of such securities for purpose of Section 16 of the Exchange Act, or for any other purpose. The Reporting Persons have designated a representative, David Bonita, a member of OrbiMed Advisors, to serve on the Issuer's board of directors.
- These securities are held of record by OrbiMed Private Investments VI, L.P. ("OPI VI"). GP VI is the general partner of OPI VI and OrbiMed Advisors is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting power and investment power over the securities held by OPI VI and as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPI VI.

Remarks:

[OrbiMed Advisors LLC; By/s/ Douglas Coon, Chief Compl Ofcr, OrbiMed Capital GP VI LLC; By/s/ Douglas Coon, Chief Compl Ofcr.](#) 09/30/2020

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.**