

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Bonita David P</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. Date of Event Requiring Statement (Month/Day/Year) <u>09/24/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Prelude Therapeutics Inc [ PRLD ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	206,912 <sup>(1)(2)</sup>	I	See footnotes <sup>(1)(2)</sup>

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(3)	(3)	Common Stock	3,294,743 <sup>(1)(2)</sup>	(3)	I	See footnotes <sup>(1)(2)</sup>
Series A Preferred Stock	(4)	(4)	Non-Voting Common Stock <sup>(4)</sup>	2,196,494 <sup>(1)(2)</sup>	(4)	I	See footnotes <sup>(1)(2)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock	4,418,186 <sup>(1)(2)</sup>	(3)	I	See footnotes <sup>(1)(2)</sup>
Series B Preferred Stock	(4)	(4)	Non-Voting Common Stock <sup>(4)</sup>	2,945,458 <sup>(1)(2)</sup>	(4)	I	See footnotes <sup>(1)(2)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock	619,850 <sup>(1)(2)</sup>	(3)	I	See footnotes <sup>(1)(2)</sup>
Series C Preferred Stock	(4)	(4)	Non-Voting Common Stock <sup>(4)</sup>	413,234 <sup>(1)(2)</sup>	(4)	I	See footnotes <sup>(1)(2)</sup>

**Explanation of Responses:**

1. These securities are held of record by OrbiMed Private Investments VI, L.P. ("OPI VI"). OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI and OrbiMed Advisors LLC ("Advisors") is the managing member of GP VI. The Reporting Person is a member of Advisors. By virtue of such relationships, GP VI and 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. 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. Each of the Reporting Person, Advisors, and GP VI disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Exchange Act, except to the extent of his or its pecuniary interest, if any.

2. This report shall not be deemed an admission that any of the Reporting Person, Advisors, or GP VI is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

3. Each share of the Issuer's Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock will automatically convert into one share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date.

4. Each share of the Issuer's Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock will automatically convert into one share of the Issuer's Non-Voting Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. Each share of the Issuer's Non-Voting Common Stock is convertible into one share of the Issuer's Common Stock at any time at the option of the holder without consideration subject to a 9.99% beneficial ownership limitation which may be increased or decreased by the holder upon 61 days' notice to the Issuer.

**Remarks:**

/s/ Brian Piper, as                      09/24/2020  
Attorney-in-Fact for David  
P. Bonita

\*\* Signature of Reporting                      Date  
Person

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 5 (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.**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Brian Piper and Krishna Vaddi and each of them, as his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a representative of Prelude Therapeutics Incorporated (the "Company"), any and all Form ID, or Form 3, 4 or 5 reports and any amendments thereto required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder with respect to transactions in the Company's securities;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, or Form 3, 4 or 5 report and any amendments thereto and timely file such report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to each such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4 or 5 (including amendments thereto) and agrees to reimburse the Company and each such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of September, 2020.

/s/ David P. Bonita