FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0104 OMB Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or S	Section 30(h)	of the Investment Compan	y Act o	of 1940					
ORBIMED ADVISORS LLC				of Event ng Statement /Day/Year) /2020	3. Issuer Name and Ticker or Trading Symbol Prelude Therapeutics Inc [PRLD]							
(Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR			н		Relationship of Replisuer (Check all applicable) X Director Officer (give)	Person(s) 10% Ov Other (s	ner	If Amendment, Date of Original Filed (Month/Day/Year) Individual or Joint/Group Filing (Check Applicable Line)				
(Street) NEW YORK NY 10022				title below)		below)	, per entry		Form filed by One Reporting Person X Reporting Person			
(City)	(State)	(Zip)										
			Table I - N	lon-Deriva	ative Securities Bei	nefic	ially Ow	ned				
1. Title of S	ecurity (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(1)		I		See footnote ⁽¹⁾			
		(ve Securities Bene ants, options, con							
Expi			2. Date Exerc Expiration D (Month/Day/	ate	Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of			6. Nature of Indirect Beneficial Ownership (Instr.	
			Date Exercisable	Expiration Date	Title		ount or ber of es	Derivat Securit	tive	or Indirect (I) (Instr. 5)	5)	
Series A P	Preferred Stock		(2)	(2)	Common Stock	3,29	04,743(1)	(2)		I	See footnote ⁽¹⁾	
Series A Preferred Stock			(3)	(3)	Non-Voting Common Stock ⁽³⁾	2,19	06,494(1)	(3)		I	See footnote ⁽¹⁾	
Series B P	referred Stock	-	(2)	(2)	Common Stock	4,41	8,186(1)	(2)		I	See footnote ⁽¹⁾	
Series B Preferred Stock			(3)	(3)	Non-Voting Common Stock ⁽³⁾	2,945,458(1)		(3)		I	See footnote ⁽¹⁾	
Series C P	referred Stock		(2)	(2)	Common Stock	619	9,850(1)	(2)		I	See footnote ⁽¹⁾	
Series C P	referred Stock		(3)	(3)	Non-Voting Common Stock ⁽³⁾	413	3,234(1)	(3)		I	See footnote ⁽¹⁾	
	d Address of Rep	-										
(Last) (First) (Middle) 601 LEXINGTON AVENUE, 54TH FLOOR												
(Street)												

10022

(Zip)

NEW YORK

(City)

NY

(State)

1. Name and Address of Reporting Person* OrbiMed Capital GP VI LLC

(Last)	(First)	(Middle)						
601 LEXINGTON AVENUE, 54TH FLOOR								
-								
(Street)								
NEW YORK	NY	10022						
-								
(City)	(State)	(Zip)						

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.
- 2. 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.
- 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 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:

OrbiMed Advisors LLC; By /s/Douglas Coon, Chief Compl Ofcr. OrbiMed 09/24/2020 Capital GP VI LLC; By /s/Douglas Coon, Chief Compl Ofcr.

** Signature of Reporting

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 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.