

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* Bonita David P			2. Issuer Name and Ticker or Trading Symbol Prelude Therapeutics Inc [PRLD]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/27/2020			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		
C/O PRELUDE THERAPEUTICS INCORPORATED 200 POWDER MILL ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) WILMINGTON DE 19801								
(City) (State) (Zip)								

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	09/25/2020		P		526,300 ⁽¹⁾⁽²⁾	A	\$19	526,300	I	See footnote ⁽¹⁾⁽²⁾
Common Stock	09/25/2020		P		710,500 ⁽²⁾⁽³⁾	A	\$19	917,412	I	See footnote ⁽²⁾⁽³⁾
Common Stock	09/29/2020		C		8,332,779 ⁽²⁾⁽³⁾	A	(4)	9,250,191	I	See footnote ⁽²⁾⁽³⁾

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
Director Stock Option (right to buy)	\$12.85	09/24/2020		A		46,688		(5)	09/01/2030	Common Stock	46,688	\$0.00	46,688	D	
Series B Preferred Stock	(6)	03/27/2020		P		3,681,822 ⁽⁷⁾		(6)	(6)	Common Stock ⁽⁶⁾	3,681,822 ⁽⁷⁾	(6)	7,363,644 ⁽⁷⁾	I	See footnote ⁽²⁾⁽³⁾
Series C Preferred Stock	(6)	08/21/2020		P		1,033,084 ⁽⁷⁾		(6)	(6)	Common Stock ⁽⁶⁾	1,033,084 ⁽⁷⁾	(6)	1,033,084 ⁽⁷⁾	I	See footnote ⁽²⁾⁽³⁾
Series A Preferred Stock	(4)	09/29/2020		C			3,294,743	(4)	(4)	Common Stock	3,294,743 ⁽²⁾⁽³⁾	(4)	0	I	See footnote ⁽²⁾⁽³⁾
Series A Preferred Stock	(8)	09/29/2020		C			2,196,494	(8)	(8)	Non-Voting Common Stock	2,196,494 ⁽²⁾⁽³⁾	(8)	0	I	See footnote ⁽²⁾⁽³⁾
Series B Preferred Stock	(4)	09/29/2020		C			4,418,186	(4)	(4)	Common Stock	4,418,186 ⁽²⁾⁽³⁾	(4)	0	I	See footnote ⁽²⁾⁽³⁾
Series B Preferred Stock	(8)	09/29/2020		C			2,945,458	(8)	(8)	Non-Voting Common Stock	2,945,458 ⁽²⁾⁽³⁾	(8)	0	I	See footnote ⁽²⁾⁽³⁾
Series C Preferred Stock	(4)	09/29/2020		C			619,850	(4)	(4)	Common Stock	619,850 ⁽²⁾⁽³⁾	(4)	0	I	See footnote ⁽²⁾⁽³⁾
Series C Preferred Stock	(8)	09/29/2020		C			413,234	(8)	(8)	Non-Voting Common Stock	413,234 ⁽²⁾⁽³⁾	(8)	0	I	See footnote ⁽²⁾⁽³⁾
Non-Voting Common Stock	(8)	09/29/2020		C			5,555,186	(8)	(8)	Common Stock	5,555,186 ⁽²⁾⁽³⁾	(8)	5,555,186	I	See footnote ⁽²⁾⁽³⁾

Explanation of Responses:

- These securities are held of record by OrbiMed Partners Master Fund Limited ("OPM"). OrbiMed Capital LLC ("OrbiMed Capital") is the investment advisor to OPM. OrbiMed Capital is a relying advisor of OrbiMed Advisors LLC ("OrbiMed Advisors"). OrbiMed Advisors and OrbiMed Capital exercise voting and investment power through a management committee comprised of the Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPM.
- The Reporting Person is a member of OrbiMed Advisors. This report shall not be deemed an admission that any of the Reporting Person, OrbiMed Advisors, OrbiMed Capital 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.
- 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 is the managing member of GP VI. The Reporting Person is a member of OrbiMed Advisors. 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.
- Each share of the Issuer's Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock automatically converted 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.
- The stock option vested as to 1/36 of the total shares monthly beginning on September 24, 2020 until fully vested, subject to the Reporting Person's provision of service to the Issuer on each vesting date.
- 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. As reported below, 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.

7. 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.

8. Each share of the Issuer's Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock automatically converted 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 Attorney-in-Fact
for David P. Bonita 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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