

August 11, 2022

Rachel E. Haurwitz, Ph.D.  
President and Chief Executive Officer  
Caribou Biosciences, Inc.  
2929 7th Street, Suite 105  
Berkeley, California 94710

Biosciences, Inc.

Statement on Form S-3  
2022

Re: Caribou

Registration

Filed August 9,

File No. 333-266712

Dear Dr. Haurwitz:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Schwartz at 202-551-7153 with any questions.

Please contact Margaret

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Ashok W. Mukhey, Esq.