

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Fischesser Ryan</u>			2. Issuer Name and Ticker or Trading Symbol <u>Caribou Biosciences, Inc. [CRBU]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>VP of Finance and Controller</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2022</u>			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		
<u>C/O CARIBOU BIOSCIENCES, INC.</u> <u>2929 7TH STREET, SUITE 105</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>BERKELEY CA 94710</u>							
(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	05/05/2022		M		1,136	A	\$2.69 ⁽¹⁾	114,380	D	
Common Stock	05/05/2022		M		1,138	A	\$4.11	115,518	D	

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
Option to purchase Common Stock	\$2.69 ⁽¹⁾	05/05/2022		M		1,136		(2)	03/18/2029	Common Stock	1,136	\$0.00	4,543	D	
Option to purchase Common Stock	\$4.11	05/05/2022		M		1,138		(3)	03/29/2031	Common Stock	1,138	\$0.00	18,176	D	

Explanation of Responses:

- Due to a rounding error, the exercise price for this stock option was inadvertently originally reported as \$2.68 per share on the reporting person's Form 3 filed on July 23, 2021.
- 1/4th of the shares subject to this option vested on January 1, 2020 and an additional 1/48th of the aggregate number of shares subject to the option have vested or will vest on the corresponding day of each month thereafter so that the option is fully vested on January 1, 2023, subject to the reporting person's continued service to the Issuer through the applicable vesting dates.
- 1/4th of the shares subject to this option vested on January 1, 2022 and an additional 1/48th of the aggregate number of shares subject to the option have vested or will vest on the corresponding day of each month thereafter until the option is fully vested on January 1, 2025, subject to the reporting person's continued service to the Issuer through the applicable vesting dates. The vesting schedule for this option was inadvertently described incorrectly in the reporting person's Form 3 filed on July 23, 2021.

Remarks:

/s/ Barbara G. McClung, as attorney-in-fact

05/06/2022

** 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.

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.