

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>Fischesser Ryan</u><br><br>(Last) (First) (Middle)<br><u>C/O CARIBOU BIOSCIENCES, INC.</u><br><u>2929 7TH STREET, SUITE 105</u><br><br>(Street)<br><u>BERKELEY CA 94710</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Caribou Biosciences, Inc. [ CRBU ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP of Finance and Controller</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/20/2021</u>                    |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                 |   |  |  |
| Common Stock                    | 12/20/2021                           |  | P <sup>(1)</sup>               |   | 1,136   | A          | \$2.69 <sup>(2)</sup> | 101,695   | 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 |   |  |  |   |  |
| Option to purchase Common Stock            | \$2.69 <sup>(2)</sup>                                  | 12/20/2021                           |  | X                              |   |  | 1,136 | (3)  | 03/18/2029      | Common Stock 1,136  | \$0.00                                     | 7,384  | D   |  |
| Option to purchase Common Stock            | \$15.16  | 12/20/2021                           |  | A                              |   | 40,000   |       | (4)  | 12/19/2031      | Common Stock 40,000   | \$0.00                                     | 40,000   | D   |  |

**Explanation of Responses:**

- These shares were acquired pursuant to the exercise of a stock option, as reported in Table II below.
- The exercise price for this stock option was incorrectly reported as \$2.68 per share on the reporting person's Form 3 filed on July 23, 2021.
- The shares subject to this option have vested or will vest in equal monthly installments until 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.
- The shares subject to this option will vest in equal monthly installments starting on the first monthly anniversary of the grant date until the option is fully vested on December 20, 2025, subject to the reporting person's continued service to the Issuer through the applicable vesting dates.

**Remarks:**

/s/ Barbara G. McClung as, 12/21/2021  
attorney-in-fact  
 \*\* 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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