
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Caribou Biosciences, Inc.

(Name of Issuer)

Common stock, \$0.0001 par value per share
(Title of Class of Securities)

142038108
(CUSIP Number)

December 31, 2022
(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAME OF REPORTING PERSON PFM Health Sciences, LP		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 4,459,783 shares	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER See Row 6 above	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.3%¹		
12.	TYPE OF REPORTING PERSON IA; PN		

¹ The percentages reported in this Schedule 13G are based upon 61,001,561 shares of common stock outstanding as of November 3, 2022 (as set forth in the issuer's Form 10-Q filed with the Securities and Exchange Commission on November 8, 2022).

1.	NAME OF REPORTING PERSON PFM Health Sciences GP, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 4,459,783 shares	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER See Row 6 above	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.3%		
12.	TYPE OF REPORTING PERSON OO		

1.	NAME OF REPORTING PERSON PFM Healthcare Growth Equity I GP, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 1,026,741 shares	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER See Row 6 above	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.7%		
12.	TYPE OF REPORTING PERSON OO		

1.	NAME OF REPORTING PERSON Partner Asset Management, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 4,459,783 shares	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER See Row 6 above	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.3%		
12.	TYPE OF REPORTING PERSON 00		

1.	NAME OF REPORTING PERSON Brian D. Grossman		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0	
	6.	SHARED VOTING POWER 4,459,783 shares	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER See Row 6 above	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.3%		
12.	TYPE OF REPORTING PERSON IN		

- Item 1(a) Name of Issuer**
Caribou Biosciences, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices**
2929 7th Street, Suite 105, Berkeley, California 94710
- Item 2(a) Name of Person Filing**
This Schedule 13G is being jointly filed by PFM Health Sciences, LP ("PFM"), PFM Health Sciences GP, LLC ("PFM-GP"), PFM Healthcare Growth Equity I GP, LLC ("HCG-GP"), Partner Asset Management, LLC ("PAM"), and Brian D. Grossman ("Grossman" and, collectively with PFM, PFM-GP, HCG-GP, and PAM, the "Reporting Persons") with respect to shares of common stock of the above-named issuer owned by PFM Healthcare Master Fund, L.P., a Cayman Islands limited partnership ("HCM"), PFM Healthcare Growth Equity Fund I, LP, a Delaware limited partnership ("HCG"), and Partner Investments, L.P., a Delaware limited partnership ("PI" and, collectively with HCM and HCG, the "Funds").
- PFM is the investment advisor for the Funds. HCG-GP is the general partner of HCG. PAM is the general partner of HCM and PI and the member manager of HCG-GP. PFM-GP is the general partner of PFM and the manager of PAM. Grossman is the sole member of PFM-GP.
- The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).
- Item 2(b) Address or Principal Business Office or, if none, Residence**
The address of the principal business office of each of the Reporting Persons is c/o PFM Health Sciences, LP, 475 Sansome Street, Suite 1720, San Francisco, California 94111.
- Item 2(c) Citizenship**
PFM is organized as a limited partnership under the laws of the State of Delaware. Each of PFM-GP, HCG-GP and PAM is organized as a limited liability company under the laws of the State of Delaware. Grossman is a U.S. citizen.
- Item 2(d) Title of Class of Securities**
Common stock, \$0.0001 par value per share
- Item 2(e) CUSIP Number**
142038108
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Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

Item 4 **Ownership**

- A. PFM Health Sciences, LP, PFM Health Sciences GP, LLC and Partner Asset Management, LLC
- (a) PFM, PFM-GP and PAM may be deemed to beneficially own 4,459,783 shares of Common Stock.
 - (b) The number of shares PFM, PFM-GP and PAM may be deemed to beneficially own constitutes approximately 7.3% of the Common Stock outstanding.
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 4,459,783
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 4,459,783
- B. PFM Healthcare Growth Equity I GP, LLC
- (a) HCG-GP may be deemed to beneficially own 1,026,741 shares of Common Stock.
 - (b) The number of shares HCG-GP may be deemed to beneficially own constitutes approximately 1.7% of the Common Stock outstanding.
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,026,741
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 1,026,741
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- C. Brian D. Grossman
- (a) Grossman may be deemed to beneficially own 4,459,783 shares of Common Stock.
 - (b) The number of shares Grossman may be deemed to beneficially own constitutes approximately 7.3% of the Common Stock outstanding.
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 4,459,783
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 4,459,783

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

See Item 2 above

Item 8 Identification and Classification of Members of the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2023.

PFM HEALTH SCIENCES, LP

By: PFM Health Sciences GP, LLC,
its general partner

By: /s/ Darin Sadow
Darin Sadow, Authorized Signatory

PFM HEALTHCARE GROWTH EQUITY I GP, LLC

By: Partner Asset Management, LLC,
its member manager

By: /s/ Darin Sadow
Darin Sadow, Authorized Signatory

BRIAN D. GROSSMAN

By: /s/ Darin Sadow
Darin Sadow, attorney-in-fact^{*}

PFM HEALTH SCIENCES GP, LLC

By: /s/ Darin Sadow
Darin Sadow, Authorized Signatory

PARTNER ASSET MANAGEMENT, LLC

By: PFM Health Sciences GP, LLC,
its general partner

By: /s/ Darin Sadow
Darin Sadow, Authorized Signatory

* Darin Sadow is signing on behalf of Brian Grossman as attorney-in-fact pursuant to a power of attorney dated August 4, 2011, and incorporated by reference herein. The power of attorney was filed as an attachment to a filing by certain of the Reporting Persons on Schedule 13G for K-V Pharmaceutical Company on August 5, 2011.
