

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> (Last) (First) (Middle) <u>C/O CARIBOU BIOSCIENCES, INC.</u> <u>2929 7TH STREET, SUITE 105</u> (Street) <u>BERKELEY CA 94710</u> (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2022</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2022		M		1,136	A	\$2.69 ⁽¹⁾	112,106 ⁽²⁾	D	
Common Stock	03/15/2022		M		1,138	A	\$4.11	113,244	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⁾	03/15/2022		M			1,136	(3)	03/18/2029	Common Stock	1,136	\$0.00	5,679	D	
Option to purchase Common Stock	\$4.11	03/15/2022		M			1,138	(4)	03/29/2031	Common Stock	1,138	\$0.00	19,314	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.
- Includes 1,888 shares purchased pursuant to the Issuer's 2021 Employee Stock Purchase Plan on February 15, 2022 for \$9.85 per share.
- 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 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 vesting schedule for this option was inadvertently described incorrectly in the reporting person's Form 3 filed on July 23, 2021.
- 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.

Remarks:

/s/ Barbara G. McClung, as attorney-in-fact 03/17/2022

** 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.