

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No.   )\***

**CARIBOU BIOSCIENCES, INC.**

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**142038108**

(CUSIP Number)

**June 30, 2023**

(Date of Event Which Requires Filing of this 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.	Names of Reporting Persons. PFIZER INC.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input 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: 4,690,431 shares of common stock, \$0.0001 par value per share ("Common Stock") <sup>(1)</sup>
	6. Shared Voting Power: -0-
	7. Sole Dispositive Power: 4,690,431 shares of Common Stock
	8. Shared Dispositive Power: -0-
9.	Aggregate Amount Beneficially Owned by Reporting Person: 4,690,431 shares of Common Stock are beneficially owned by Pfizer Inc.
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9): 7.1% <sup>(2)</sup>
12.	Type of Reporting Person (See Instructions): CO

(1) On June 29, 2023, the issuer and the Reporting Person entered into a Voting Agreement, pursuant to which the Reporting Person agreed to cause such securities that are beneficially owned by it representing beneficial ownership of voting securities of the issuer in excess of 4.99% of the then issued and outstanding voting securities of the issuer to be voted (i) with respect to any matter directly relating to remuneration of directors, directors' insurance or indemnification or release from liability of directors, in a manner proportionally consistent with the votes properly cast for and against by holders of voting securities of the issuer not beneficially owned by the Reporting Person, and (ii) with respect to any other matter in which the Reporting Person shall have the right to vote such voting securities of the issuer, in accordance with the recommendation of the Board of Directors of the issuer or any applicable committee thereof. The term of the Voting Agreement is 12 months.

(2) Based on 66,054,144 shares of Common Stock outstanding, consisting of 4,690,431 shares of Common Stock issued to the Reporting Person pursuant to a Securities Purchase Agreement, dated June 29, 2023, by and between the issuer and the Reporting Person, and 61,363,713 shares of Common Stock outstanding as of May 4, 2023 reported in the issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023 filed with the Securities and Exchange Commission on May 9, 2023.

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**ITEM 1.**

(A) NAME OF ISSUER:

Caribou Biosciences, Inc.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

2929 7th Street, Suite 105, Berkeley, California 94710

**ITEM 2.**

(A) NAME OF PERSON FILING:

Pfizer Inc.

(B) ADDRESS OR PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE:

66 Hudson Boulevard East, New York, NY 10001-2192

(C) CITIZENSHIP:

Delaware, U.S.A.

(D) TITLE OF CLASS OF SECURITIES:

Common stock, \$0.0001 par value per share

(E) CUSIP NUMBER:

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**ITEM 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78os).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

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- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  A non-US institution, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §230.405 240.13d-1(b)(1)(ii)(K).

If filing as a non-US institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable.

**ITEM 4. OWNERSHIP.**

See rows 5 through 11 of the cover page.

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**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**

Not applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

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**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, other than activities solely in connection with a nomination under §240.14a-11.

**Signature**

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

Dated: July 10, 2023

**PFIZER INC.**

By: /s/ Susan Grant

Name: Susan Grant

Title: Assistant Secretary