

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person <u>Fischesser Ryan</u>  (Last) (First) (Middle) C/O CARIBOU BIOSCIENCES, INC. 2929 7TH STREET, SUITE 105  (Street) BERKELEY CA 94710  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/27/2024	3. Issuer Name and Ticker or Trading Symbol <u>Caribou Biosciences, Inc. [ CRBU ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP of Finance and Controller	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	93,854 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option to purchase Common Stock	(2)	03/29/2031	Common Stock 13,065	4.11	D	
Option to purchase Common Stock	(3)	12/19/2031	Common Stock 40,000	15.16	D	
Option to purchase Common Stock	(4)	02/20/2033	Common Stock 48,000	6.12	D	
Option to purchase Common Stock	(5)	02/19/2034	Common Stock 36,000	6.81	D	

**Explanation of Responses:**

- Represents: (i) 70,454 shares of Common Stock, par value \$0.0001 per share ("Common Stock"), of Caribou Biosciences, Inc. (the "Issuer") beneficially owned by the reporting person, and (ii) 23,400 Restricted Stock Units ("RSUs") that will vest in four equal annual installments beginning on February 20, 2025 and that are settleable in shares of Common Stock within 30 days after each vesting date, subject to the reporting person's continued services to the Issuer through the applicable vesting dates.
- 1/4th of the 27,270 shares originally subject to this option vested on January 1, 2022 and an additional 1/48th of the aggregate number of shares originally subject to the option 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 shares subject to this option vest in equal monthly installments starting on January 20, 2022, 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.
- The shares subject to this option vest in equal monthly installments starting on March 21, 2023, the first monthly anniversary of the grant date, until the option is fully vested on February 21, 2027, subject to the reporting person's continued service to the Issuer through the applicable vesting dates.
- 25% of the shares subject to this option will vest upon February 20, 2025, the one-year anniversary of the grant date, and 1/48th will vest monthly over the 36-month period thereafter, until the option is fully vested on February 20, 2028, subject to the reporting person's continued service to the Issuer through the applicable vesting dates.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Barbara G. McClung, as attorney-in- 10/04/2024  
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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Caribou Biosciences, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27<sup>th</sup> day of September, 2024.

/s/ Ryan Fischesser  
Ryan Fischesser

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Rachel E. Haurwitz, Ph.D.
2. Barbara G. McClung, J.D.

