

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Invus Public Equities, L.P.</u> (Last) (First) (Middle) 750 LEXINGTON AVENUE 30TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Omega Therapeutics, Inc. [OMGA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2021	
	4. 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 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	07/30/2021		P		75,000	A	\$16.1379 ⁽¹⁾	75,000	D ⁽²⁾⁽³⁾	
Common Stock	08/03/2021		C		1,323,530	A	⁽⁴⁾	1,398,530	D ⁽²⁾⁽³⁾	
Common Stock	08/03/2021		P		875,000	A	\$17	2,273,530	D ⁽²⁾⁽³⁾	

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					
Series C Convertible Preferred Stock	⁽⁴⁾	08/03/2021		C			5,000,000	⁽⁴⁾	⁽⁴⁾	Common Stock	1,323,530	⁽⁴⁾	0	D ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*
Invus Public Equities, L.P.

 (Last) (First) (Middle)
 750 LEXINGTON AVENUE 30TH FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Artal International S.C.A.

 (Last) (First) (Middle)
 VALLEY PARK, 44
 RUE DE LA VALLEE

 (Street)
 LUXEMBOURG N4 L-2661

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Artal International Management S.A.

 (Last) (First) (Middle)
 VALLEY PARK, 44
 RUE DE LA VALLEE

 (Street)
 LUXEMBOURG N4 L-2661

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Artal Group S.A.		
(Last)	(First)	(Middle)
VALLEY PARK, 44 RUE DE LA VALLEE		
(Street)		
LUXEMBOURG	N4	L-2661
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Westend S.A.		
(Last)	(First)	(Middle)
VALLEY PARK, 44 RUE DE LA VALLEE		
(Street)		
LUXEMBOURG	N4	L-2661
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Wittouck Amaury		
(Last)	(First)	(Middle)
VALLEY PARK, 44 RUE DE LA VALLEE		
(Street)		
LUXEMBOURG	N4	L-2661
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Stichting Administratiekantoor Westend		
(Last)	(First)	(Middle)
CLAUDE DEBUSSYLAAN, 46 1082 MD AMSTERDAM		
(Street)		
THE NETHERLANDS	P7	
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Artal Treasury Ltd		
(Last)	(First)	(Middle)
P.O. BOX 165 SUITE 4, BOROUGH HOUSE, RUE DU PRE		
(Street)		
ST. PETER PORT		GY1 3JJ
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Invus Public Equities Advisors, LLC		
(Last)	(First)	(Middle)
750 LEXINGTON AVENUE 30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares reported as purchased on July 30, 2021 were purchased in several transactions at actual purchase prices ranging from \$16.00 to \$16.2068 per share, in each case exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the

Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

2. The shares are held directly by Invus Public Equities, L.P. The general partner of Invus Public Equities, L.P. is Invus Public Equities Advisors, LLC. Artal Treasury Ltd is the managing member of Invus Public Equities Advisors, LLC. Artal Treasury Ltd is a wholly owned subsidiary of the Geneva branch of Artal International S.C.A. The managing partner of Artal International S.C.A. is Artal International Management S.A., which is a wholly owned subsidiary of Artal Group S.A. Westend S.A. is the parent company of Artal Group, S.A., and the majority stockholder of Westend S.A. is Stichting Administratiekantoor Westend ("Stichting").

3. (Continued from Footnote 2) Mr. Amaury Wittouck is the sole member of the board of Stichting. Each of the Reporting Persons, other than Invus Public Equities L.P., disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such reporting person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Exchange Act, each of the reporting persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.

4. The shares of Issuer's preferred stock had no expiration date and were convertible at the holder's election into Issuer's common stock at a conversion ratio of 1-to-0.264706. The preferred stock automatically converted into shares of the Issuer's common stock, for no additional consideration, upon the closing of the Issuer's initial public offering.

Remarks:

<u>Invus Public Equities, L.P., By:</u>	
<u>Invus Public Equities Advisors,</u>	
<u>LLC, its General Partner, By: /s/</u>	<u>08/03/2021</u>
<u>Raymond Debbane, President</u>	
<u>Invus Public Equities Advisors,</u>	
<u>LLC, By: /s/ Raymond Debbane,</u>	<u>08/03/2021</u>
<u>President</u>	
<u>Artal Treasury Ltd, By: /s/ Keith</u>	<u>08/03/2021</u>
<u>Le Poidevin, Director</u>	
<u>Artal International S.C.A., By:</u>	
<u>Artal International Management</u>	
<u>S.A., its Managing Partner, By:</u>	<u>08/03/2021</u>
<u>/s/ Anne Goffard, Managing</u>	
<u>Director</u>	
<u>Artal International Management</u>	
<u>S.A., By: /s/ Anne Goffard,</u>	<u>08/03/2021</u>
<u>Managing Director</u>	
<u>Artal Group S.A., By: /s/ Anne</u>	<u>08/03/2021</u>
<u>Goffard, Authorized Person</u>	
<u>Westend S.A., By: /s/ Anne</u>	<u>08/03/2021</u>
<u>Goffard, Director</u>	
<u>Stichting Administratiekantoor</u>	
<u>Westend, By: /s/ Amaury</u>	<u>08/03/2021</u>
<u>Wittouck, Sole Member of the</u>	
<u>Board</u>	
<u>/s/ Amaury Wittouck</u>	<u>08/03/2021</u>
** 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.