

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>Flagship Pioneering Inc.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Omega Therapeutics, Inc. [OMG]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>			
<u>55 CAMBRIDGE PARKWAY, SUITE 800</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>CAMBRIDGE</u>	<u>MA</u>	<u>02142</u>						
(City)	(State)	(Zip)							

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	08/03/2021		C		1,088,470	A	(1)	1,088,470	I	See Footnotes ⁽²⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		C		5,896,386	A	(1)	5,896,386	I	See Footnotes ⁽³⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		C		8,396,825	A	(1)	8,396,825	I	See Footnotes ⁽⁴⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		P		220,588	A	\$17	8,617,413	I	See Footnotes ⁽⁴⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		C		970,588	A	(1)	970,588	I	See Footnotes ⁽⁵⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		C		4,852,943	A	(1)	4,852,943	I	See Footnotes ⁽⁶⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		P		661,764	A	\$17	5,514,707	I	See Footnotes ⁽⁶⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		C		1,323,529	A	(1)	1,323,529	I	See Footnotes ⁽⁷⁾⁽⁹⁾ (10)(11)
Common Stock	08/03/2021		P		294,117	A	\$17	1,617,646	I	See Footnotes ⁽⁷⁾⁽⁹⁾ (10)(11)
Common Stock								2,197,059	I	See Footnotes ⁽⁸⁾⁽⁹⁾ (10)(11)

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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	08/03/2021		C			4,112,000	(1)	(1)	Common Stock	1,088,470	(1)	0	I	See Footnotes ⁽²⁾⁽⁹⁾ (10)(11)
Series A Convertible Preferred Stock	(1)	08/03/2021		C			22,275,232	(1)	(1)	Common Stock	5,896,386	(1)	0	I	See Footnotes ⁽³⁾⁽⁹⁾ (10)(11)
Series A Convertible Preferred Stock	(1)	08/03/2021		C			27,388,000	(1)	(1)	Common Stock	7,249,767	(1)	0	I	See Footnotes ⁽⁴⁾⁽⁹⁾ (10)(11)
Series A Convertible Preferred Stock	(1)	08/03/2021		C			3,000,000	(1)	(1)	Common Stock	794,118	(1)	0	I	See Footnotes ⁽⁵⁾⁽⁹⁾ (10)(11)
Series B Convertible Preferred Stock	(1)	08/03/2021		C			2,666,667	(1)	(1)	Common Stock	705,882	(1)	0	I	See Footnotes ⁽⁴⁾⁽⁹⁾ (10)(11)
Series B Convertible Preferred Stock	(1)	08/03/2021		C			666,667	(1)	(1)	Common Stock	176,470	(1)	0	I	See Footnotes ⁽⁵⁾⁽⁹⁾ (10)(11)
Series B Convertible Preferred Stock	(1)	08/03/2021		C			13,333,333	(1)	(1)	Common Stock	3,529,413	(1)	0	I	See Footnotes ⁽⁶⁾⁽⁹⁾ (10)(11)

**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	Amount or Number of Shares						
Series B Convertible Preferred Stock	(1)	08/03/2021		C				3,333,333	(1)	(1)	Common Stock	882,353	(1)	0	I	See Footnotes ⁽⁷⁾⁽⁹⁾ (10)(11)	
Series C Convertible Preferred Stock	(1)	08/03/2021		C				1,666,667	(1)	(1)	Common Stock	441,176	(1)	0	I	See Footnotes ⁽⁴⁾⁽⁹⁾ (10)(11)	
Series C Convertible Preferred Stock	(1)	08/03/2021		C				5,000,000	(1)	(1)	Common Stock	1,323,530	(1)	0	I	See Footnotes ⁽⁶⁾⁽⁹⁾ (10)(11)	
Series C Convertible Preferred Stock	(1)	08/03/2021		C				1,666,666	(1)	(1)	Common Stock	441,176	(1)	0	I	See Footnotes ⁽⁷⁾⁽⁹⁾ (10)(11)	

1. Name and Address of Reporting Person*

[Flagship Pioneering Inc.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund V General Partner LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship V VentureLabs Rx Fund, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund V, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship VentureLabs V Manager LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship VentureLabs V LLC](#)

(Last)	(First)	(Middle)
55 CAMBRIDGE PARKWAY, SUITE 800		
<hr/>		
(Street)		
CAMBRIDGE	MA	02142
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares of Issuer's preferred stock have no expiration date and are convertible at the holder's election into Issuer's common stock at a conversion ratio of 1-to-0.264706. The preferred stock will automatically convert into shares of the Issuer's common stock, for no additional consideration, upon the closing of the Issuer's initial public offering.
2. Represents shares held directly by Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx").
3. Represents shares held directly by Flagship Ventures Fund V, L.P. ("Flagship Fund V").
4. Represents shares held directly by Flagship Pioneering Fund VI, L.P. ("Flagship Pioneering VI").
5. Represents shares held directly by Nutritional Health LTP Fund, L.P. ("Nutritional LTP").
6. Represents shares held directly by Flagship Pioneering Special Opportunities Fund II, L.P. ("Flagship Opportunities Fund II")
7. Represents shares held directly by FPN, L.P. ("FPN Fund").
8. Represents shares held directly by Flagship VentureLabs V, LLC ("VentureLabs V").
9. Flagship Fund V is a member of VentureLabs V. VentureLabs V Manager LLC ("VentureLabs V Manager") is the manager of VentureLabs V. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of VentureLabs V Manager. The General Partner of Flagship Fund V and Flagship Fund V Rx is Flagship Ventures Fund V General Partner LLC ("Flagship V GP"). The General Partner of Flagship Pioneering VI is Flagship Pioneering Fund VI General Partner LLC ("Flagship Pioneering VI GP"). The General Partner of Flagship Opportunities Fund II is Flagship Pioneering Special Opportunities Fund II General Partner LLC ("Flagship Opportunities Fund II GP").
10. (continued from above) The general partner of FPN Fund is FPN General Partner LLC ("FPN GP"). The manager of Flagship Pioneering VI GP, Flagship Opportunities Fund II GP, and FPN GP is Flagship Pioneering. The general partner of Nutritional LTP is Nutritional Health LTP Fund General Partner LLC ("Nutritional LTP GP" and, together with VentureLabs V Manager, Flagship Pioneering, Flagship V GP, Flagship Pioneering VI GP, Flagship Opportunities Fund II GP and FPN GP, the "Flagship General Partners").
11. (continued from above) Noubar B. Afeyan, Ph.D. ("Dr. Afeyan") is the sole director of Flagship Pioneering and may be deemed to have beneficial ownership of all the shares held by VentureLabs V, Flagship Pioneering VI, Flagship Opportunities Fund II and FPN Fund. In addition, Dr. Afeyan serves as the sole manager of Flagship V GP and is the sole member and manager of Nutritional LTP GP and may be deemed to have beneficial ownership of all the shares held by Flagship Fund V, Flagship Fund V Rx and Nutritional LTP. None of the Flagship General Partners nor Dr. Afeyan directly own any of the shares held by the Reporting Persons, and each of the Flagship General Partners and Dr. Afeyan disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.

Remarks:

Due to the limitations of the electronic filing system, each of Flagship Pioneering Fund VI General Partner LLC, Flagship Pioneering Fund VI, L.P., Flagship Pioneering Special Opportunities Fund II, L.P., Flagship Pioneering Special Opportunities Fund II General Partner LLC, Nutritional Health LTP Fund, L.P., Nutritional Health LTP Fund General Partner LLC, FPN General Partner LLC, FPN, L.P. and Noubar Afeyan are filing a separate Form 4. Each Form 4 will be filed by Designated Filer Flagship Pioneering, Inc.

[Flagship Ventures Fund V General Partner LLC, By: /s/ Noubar B. Afeyan, Ph.D., Manager](#) [08/05/2021](#)

[Flagship V VentureLabs Rx Fund, L.P., By: Flagship Ventures Fund V General Partner LLC, its General Partner, By: /s/ Noubar B. Afeyan, Ph.D., Manager](#) [08/05/2021](#)

[Flagship Ventures Fund V, L.P., By: Flagship Ventures Fund V General Partner LLC, its General Partner, By: /s/ Noubar B. Afeyan, Ph.D., Manager](#) [08/05/2021](#)

[Flagship VentureLabs V Manager LLC, By: Flagship Pioneering, Inc., its Manager, By: /s/ Noubar B. Afeyan, Ph.D., Director](#) [08/05/2021](#)

[Flagship VentureLabs V LLC, By: Flagship VentureLabs V Manager LLC, its Manager, By: Flagship Pioneering, Inc., its Manager, By: /s/ Noubar B. Afeyan, Ph.D., Director](#) [08/05/2021](#)

** 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.