

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Chan Barbara Y</u> (Last) (First) (Middle) C/O OMEGA THERAPEUTICS, INC. 140 FIRST STREET, SUITE 501 (Street) CAMBRIDGE MA 02141 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/31/2024	3. Issuer Name and Ticker or Trading Symbol <u>Omega Therapeutics, Inc. [OMGA]</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) _____ <u>Chief Accounting Officer</u>	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	37,683	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	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	09/29/2030	Common Stock	44,669	2.57	D	
Stock Option (Right to Buy)	(2)	03/28/2031	Common Stock	87,352	5.67	D	
Stock Option (Right to Buy)	(3)	03/08/2032	Common Stock	50,000	10.34	D	
Stock Option (Right to Buy)	(4)	10/26/2032	Common Stock	20,000	5.27	D	
Stock Option (Right to Buy)	(5)	02/27/2033	Common Stock	20,000	6.46	D	
Stock Option (Right to Buy)	(6)	02/06/2034	Common Stock	40,000	3.59	D	
Stock Option (Right to Buy)	(7)	04/09/2034	Common Stock	60,000	3.02	D	

Explanation of Responses:

- Fully vested.
- The option vests and becomes exercisable with respect to 25% of the underlying shares on March 26, 2022 and in twelve (12) equal quarterly installments thereafter such that the option will become fully vested and exercisable on March 26, 2025, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The option vests and becomes exercisable with respect to 25% of the underlying shares on March 9, 2023 and in twelve (12) equal quarterly installments thereafter such that the option will become fully vested and exercisable on March 9, 2026, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The option vests and becomes exercisable with respect to 25% of the underlying shares on October 27, 2023 and in twelve (12) equal quarterly installments thereafter such that the option will become fully vested and exercisable on October 27, 2026, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The option vests and becomes exercisable with respect to 25% of the underlying shares on February 29, 2024 and in twelve (12) equal quarterly installments thereafter such that the option will become fully vested and exercisable on February 28, 2027, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The option vests and becomes exercisable with respect to 25% of the underlying shares on February 7, 2025, and in twelve (12) equal quarterly installments thereafter such that the option will become fully vested and exercisable on February 7, 2028, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The option vests and becomes exercisable with respect to 50% of the underlying shares on October 9, 2024 and the remaining 50% of the underlying shares shall vest on April 9, 2025, thereafter such that the option will become fully vested and exercisable on April 9, 2025, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Barbara Y. Chan

05/31/2024

** 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 Omega Therapeutics, 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. prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the United States Securities and Exchange Commission (the “*SEC*”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. 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 Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. 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 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file 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 28th day of May, 2024.

Signature: /s/ Barbara Y. Chan
Barbara Y. Chan

Schedule A

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

Mahesh Karande

Barbara Chan
