FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Vashington, | D.C. | 20549 | |
|-------------|------|-------|--|

| STATEMENT OF CHANGES IN BENEFICIAL OWNERS | HIP |
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| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|--|
| OMB Number: 3235- | | | | | | | | | |
| | | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

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

| Name and Address of Reporting Person* Reed Joshua | | | | 2. Issuer Name and Ticker or Trading Symbol Omega Therapeutics, Inc. [OMGA] | | | | | | | (Che | eck all application | able) | Perso | 10% Ow | ner | |
|--|---|--|--|---|---|---|--|--|--|--|--|--|--|--|--|--|--|
| (Last) (First) (Middle) C/O OMEGA THERAPEUTICS, INC. | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2022 | | | | | | | Chief Financial Officer | | | | | |
| N PARK I | DRIVE | | 4 | 4. If Amendment, Date of Original Filed (Month/Dov/Yoor) | | | | | | | 6 In | 6 Individual or Joint/Croun Filing (Check Applicable | | | | | |
| DGE M | IA | 02140 | | | | | | | Line | e) | | | | | | | |
| (S | tate) | (Zip) | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | |
| Date | | | te | | 2A. Deemed Execution Date, if any (Month/Day/Year | | e, Transaction Di Code (Instr. | | | | | Securities Beneficia Owned Fo | s Formally (D) (ollowing (I) (I | | n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | Code | / Amo | ınt | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | | |
| | | | | | | | | | | | | Owned | | | | | |
| Derivative Conversion Date | | Execution Date, Tr /Day/Year) if any | | | 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) | | i I | 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 | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | v | (A) | (D) | Date Exercisable | | | Title | Amount or Number of Shares | | (Instr. 4) | | | | |
| \$2.27 | 05/31/2022 | | A | | 320,000 | | (1) | 05/30/20 | 32 | Common Stock | 320,000 | \$0.00 | 320,000 | 0 | D | | |
| | Shua (FEGA THEIR N PARK I DGE M (SECURITY (Institute of Exercise Price of Derivative Security) | (First) GGA THERAPEUTICS, IN N PARK DRIVE DGE MA (State) Ta ecurity (Instr. 3) 2. Conversion Conversion of Exercise Price of Derivative Security | (First) (Middle) GA THERAPEUTICS, INC. N PARK DRIVE DGE MA 02140 (State) (Zip) Table I - Non-D ecurity (Instr. 3) 2. Date (Month/Day/Year) Conversion Date (Month/Day/Year) Price of Derivative Security 3. Transaction Date if any (Month/Day/Year) | (First) (Middle) GA THERAPEUTICS, INC. N PARK DRIVE DGE MA 02140 (State) (Zip) Table I - Non-Derivative (Month/Day/ ecurity (Instr. 3) Table II - Derivative (e.g., puts 2. Transaction Date (Month/Day/Year) of Exercise Price of Derivative Security A. Deemed Execution Date, if any (Month/Day/Year) Code | Shua (First) (Middle) 3. Date 05/31/2 BGA THERAPEUTICS, INC. N PARK DRIVE Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security Table II - Derivative Security 3. Date 05/31/2 4. If Am Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security Security 3. Transaction Date (Month/Day/Year) Table II - Derivative Security Security A. Transaction Code (Instr. 8) | (First) (Middle) (GA THERAPEUTICS, INC. N PARK DRIVE Table I - Non-Derivative Securitie (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest 05/31/2022 4. If Amendment, 2A. Deem Execution if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Numb Transaction Derivative Securities (Code (Instr. 8) Code (Instr. 8) Code (V (A) | (First) (Middle) (GA THERAPEUTICS, INC. 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[OMGA] Officer (give title below) Chief Finar A lif Amendment, Date of Original Filed (Month/Day/Year) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Omega Therapeutics, Inc. [OMGA] Omega Therapeutics, Inc. [OMGA] Omega Therapeutics, Inc. [OMGA] Officer (give title below) Chief Finar A lif Amendment, Date of Original Filed (Month/Day/Year) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Disposed of (Instr. (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Conversion Darivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Oisposed of (D) (Instr. 3) Omega Therapeutics, Inc. [OMGA] A securities Acquired (A) or Disposed of (D) (Instr. 3) A securities Acquired (A) or Price of Osecurities Securities Onder (Instr. 4) Omega Therapeutics, Inc. [OMGA] A securities Acquired (Month/Day/Year) Omega Therapeutics, Inc. [OMGA] A securities Acquired (Month/Day/Year) Omega Therapeutics, Inc. 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Explanation of Responses:

1. The options vest and become exercisable with respect to 25% of the underlying shares on May 23, 2023 and in equal quarterly installments thereafter such that the option will become fully vested and exercisable on May 23, 2026, subject to the Reporting Person's continued service to the Issuer through each vesting date.

Remarks:

/s/ Barbara Chan as Attorneyin-Fact for Joshua Reed

06/02/2022

** 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.