

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Flagship Pioneering Inc.</u>  (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY, SUITE 800E  (Street) CAMBRIDGE MA 02142  (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) 02/27/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/27/2023		p <sup>(1)</sup>		1,993,986	A	\$5.78	7,508,693	I	By Flagship Pioneering Special Opportunities Fund II, L.P. <sup>(2)</sup>
Common Stock	02/27/2023		p <sup>(1)</sup>		1,329,324	A	\$5.78	1,329,324	I	By Flagship Pioneering Fund VII, L.P. <sup>(3)</sup>
Common Stock								1,088,470	I	By Flagship V VentureLabs Rx Fund, L.P. <sup>(4)</sup>
Common Stock								5,896,386	I	By Flagship Ventures Fund V, L.P. <sup>(5)</sup>
Common Stock								8,617,413	I	By Flagship Pioneering Fund VI, L.P. <sup>(6)</sup>
Common Stock								970,588	I	By Nutritional Health LTP Fund, L.P. <sup>(7)</sup>
Common Stock								1,617,646	I	By FPN, L.P. <sup>(8)</sup>
Common Stock								2,197,059	I	By Flagship VentureLabs V, LLC <sup>(9)</sup>

**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)					

1. Name and Address of Reporting Person\*

[Flagship Pioneering Inc.](#)

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(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

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(Street)

CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Pioneering Special Opportunities Fund II General Partner LLC](#)

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(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

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(Street)

CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Flagship Pioneering Special Opportunities Fund II, L.P.](#)

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(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

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(Street)

CAMBRIDGE MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[AFEYAN NOUBAR](#)

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(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

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(Street)

CAMBRIDGE MA 02142

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(City) (State) (Zip)

**Explanation of Responses:**

- On February 27, 2023, Flagship Pioneering Special Opportunities Fund II, L.P. ("Flagship Opportunities Fund II") and Flagship Pioneering Fund VII, L.P. ("Flagship Fund VII") purchased 1,993,986 shares and 1,329,324 shares, respectively, of the Issuer's Common Stock in a registered direct offering at a price of \$5.78 per share pursuant to a Securities Purchase Agreement dated February 22, 2023.
- Represents shares held directly by Flagship Opportunities Fund II. Flagship Pioneering Special Opportunities Fund II General Partner LLC ("Flagship Opportunities Fund II GP") is the general partner of Flagship Opportunities Fund II. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of Flagship Opportunities Fund II GP. Noubar B. Afeyan, Ph.D. is the Chief Executive Officer, sole shareholder and director of Flagship Pioneering. Each of the reporting persons except Flagship Opportunities Fund II disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship Fund VII. Flagship Pioneering Fund VII General Partner LLC ("Flagship Fund VII GP") is the general partner of Flagship Fund VII. Flagship Pioneering is the manager of Flagship Fund VII GP. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx"). Flagship Ventures Fund V General Partner LLC ("Flagship V GP") is the general partner of Flagship Fund V Rx. Dr. Afeyan is the sole manager of Flagship V GP. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship Ventures Fund V, L.P. ("Flagship Fund V"). Flagship V GP is the general partner of Flagship Fund V. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship Pioneering Fund VI, L.P. ("Flagship Fund VI"). Flagship Pioneering Fund VI General Partner LLC ("Flagship Fund VI GP") is the general partner of Flagship Fund VI. Flagship Pioneering is the manager of Flagship Fund VI GP. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Nutritional Health LTP Fund, L.P. ("Nutritional LTP"). Nutritional Health LTP Fund General Partner LLC ("Nutritional LTP GP") is the general partner of Nutritional LTP. Flagship Pioneering is the manager of Nutritional LTP GP. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by FPN, L.P. ("FPN Fund"). FPN General Partner LLC ("FPN GP") is the general partner of FPN Fund. Flagship Pioneering is the manager of FPN GP. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship VentureLabs V, LLC ("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. Each of the reporting persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

**Remarks:**

[Flagship Pioneering, Inc., By:](#)  
[/s/ Noubar B. Afeyan, Ph.D.,](#) [02/27/2023](#)  
[Chief Executive Officer](#)  
[Flagship Pioneering Special](#) [02/27/2023](#)  
[Opportunities Fund II General](#)  
[Partner LLC, By: Flagship](#)

[Pioneering, Inc. its manager,](#)  
[By: /s/ Noubar B. Afeyan](#)  
[Ph.D., Chief Executive Officer](#)

[Flagship Pioneering Special](#)  
[Opportunities Fund II, L.P.,](#)

[By: Flagship Pioneering](#)  
[Special Opportunities Fund II](#)

[General Partner LLC, its](#) [02/27/2023](#)

[general partner, By: Flagship](#)

[Pioneering, Inc. its manager,](#)

[By: /s/ Noubar B. Afeyan](#)

[Ph.D., Chief Executive Officer](#)

[/s/ Noubar B. Afeyan, Ph.D.](#) [02/27/2023](#)

\*\* 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.**