

**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>Flagship Pioneering Inc.</u>  (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY, SUITE 800  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/29/2021	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	2,197,059	I	See Footnotes <sup>(1)(9)(10)(11)</sup>

**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			
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	1,088,470	(2)	I	See Footnotes <sup>(3)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	5,896,386	(2)	I	See Footnotes <sup>(4)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	7,249,767	(2)	I	See Footnotes <sup>(5)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	794,118	(2)	I	See Footnotes <sup>(6)(9)(10)(11)</sup>
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	705,882	(2)	I	See Footnotes <sup>(5)(9)(10)(11)</sup>
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	176,470	(2)	I	See Footnotes <sup>(6)(9)(10)(11)</sup>
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	3,529,413	(2)	I	See Footnotes <sup>(7)(9)(10)(11)</sup>
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	882,353	(2)	I	See Footnotes <sup>(8)(9)(10)(11)</sup>
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	441,176	(2)	I	See Footnotes <sup>(5)(9)(10)(11)</sup>
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	1,323,530	(2)	I	See Footnotes <sup>(7)(9)(10)(11)</sup>
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	441,176	(2)	I	See Footnotes <sup>(8)(9)(10)(11)</sup>

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

(Street)	CAMBRIDGE MA	02142
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents shares held directly by Flagship VentureLabs V, LLC ("VentureLabs V").
2. 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.
3. Represents shares held directly by Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx").
4. Represents shares held directly by Flagship Ventures Fund V, L.P. ("Flagship Fund V").
5. Represents shares held directly by Flagship Pioneering Fund VI, L.P. ("Flagship Pioneering VI").
6. Represents shares held directly by Nutritional Health LTP Fund, L.P. ("Nutritional LTP").
7. Represents shares held directly by Flagship Pioneering Special Opportunities Fund II, L.P. ("Flagship Opportunities Fund II").
8. Represents shares held directly by FPN, L.P. ("FPN Fund").
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 Flagship Funds, 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 3. Each Form 3 will be filed by Designated Filer Flagship Pioneering, Inc.

Flagship Pioneering, Inc.,  
By: /s/ Noubar B. Afeyan, 07/29/2021  
Director

Flagship Ventures Fund V  
General Partner LLC, By: 07/29/2021  
/s/ Noubar B. Afeyan,  
Ph.D., Manager

Flagship V VentureLabs  
Rx Fund, L.P., By:  
Flagship Ventures Fund V  
General Partner LLC, its 07/29/2021  
General Partner, By: /s/  
Noubar B. Afeyan, Ph.D.,  
Manager

Flagship Ventures Fund V,  
L.P., By: Flagship  
Ventures Fund V General  
Partner LLC, its General 07/29/2021  
Partner, By: /s/ Noubar B.  
Afeyan, Ph.D., Manager

Flagship VentureLabs V  
Manager LLC, By:  
Flagship Pioneering, Inc., 07/29/2021  
its Manager, By: /s/  
Noubar B. Afeyan, Ph.D.,  
Director

Flagship VentureLabs V  
LLC., By: Flagship  
VentureLabs V Manager  
LLC, its Manager, By: 07/29/2021  
Flagship Pioneering, Inc.,  
its Manager, By: /s/  
Noubar B. Afeyan, Ph.D.,  
Director

\*\* 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.**

