

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>Karande Mahesh</u>  (Last) (First) (Middle) C/O OMEGA THERAPEUTICS, INC. 140 FIRST STREET, SUITE 501  (Street) CAMBRIDGE MA 02141  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Omega Therapeutics, Inc. [ OMEGA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2024	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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				
Stock Option (Right to Buy)	\$3.59	02/07/2024		A		209,551		(1)	02/06/2034	Common Stock	209,551	\$0.00	209,551	D	
Stock Option (Right to Buy)	\$3.59	02/07/2024		A		314,326		(2)	02/06/2034	Common Stock	314,326	\$0.00	314,326	D	

**Explanation of Responses:**

- 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 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 acceleration on the one-year anniversary of the consummation of a business development deal by the Issuer with terms that satisfy its corporate goals for business development collaborations and subject to the Reporting Person's continued service to the Issuer through each such vesting date.

/s/ Barbara Chan as Attorney-in-Fact for Mahesh Karande 02/09/2024

\*\* 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 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.