

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Invus Public Equities, L.P.</u> <hr/> (Last) (First) (Middle) 750 LEXINGTON AVENUE 30TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (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) 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) 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)
---------------------------------	---	--	---

**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 C Convertible Preferred Stock	(1)	(1)	Common Stock	1,323,530	(1)	D <sup>(2)</sup> (3)	

1. Name and Address of Reporting Person\*  
Invus Public Equities, L.P.  


---

 (Last) (First) (Middle)  
 750 LEXINGTON AVENUE 30TH FLOOR  


---

 (Street)  
 NEW YORK NY 10022  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Artal Treasury Ltd  


---

 (Last) (First) (Middle)  
 P.O. BOX 165  
 SUITE 4, BOROUGH HOUSE, RUE DU PRE  


---

 (Street)  
 ST. PETER PORT Y7 GYI 3JJ  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Artal International S.C.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44,  
RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Artal International Management S.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44,  
RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Artal Group S.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44,  
RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Westend S.A.](#)

(Last) (First) (Middle)

VALLEY PARK, 44,  
RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Wittouck Amaury.](#)

(Last) (First) (Middle)

VALLEY PARK, 44,  
RUE DE LA VALLEE

(Street)

LUXEMBOURG N4 L-2661

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stichting Administratiekantoor Westend](#)

(Last) (First) (Middle)

CLAUDE DEBUSSYLAAN, 46  
1082 MD AMSTERDAM

(Street)

THE  
NETHERLANDS P7

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Invus Public Equities Advisors, LLC

(Last) (First) (Middle)

750 LEXINGTON AVENUE 30TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.
2. The shares are held directly by Invus Public Equities, L.P. The general partner of Invus Public Equities, L.P. is Invus Public Equities Advisors, LLC. Artal Treasury Ltd is the managing member of Invus Public Equities Advisors, LLC. Artal Treasury Ltd is a wholly owned subsidiary of the Geneva branch of Artal International S.C.A. The managing partner of Artal International S.C.A. is Artal International Management S.A., which is a wholly owned subsidiary of Artal Group S.A. Westend S.A. is the parent company of Artal Group, S.A., and the majority stockholder of Westend S.A. is Stichting Administratiekantoor Westend ("Stichting").
3. (Continued from Footnote 2) Mr. Amaury Wittouck is the sole member of the board of Stichting. Each of the Reporting Persons, other than Invus Public Equities L.P., disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such reporting person's pecuniary interest therein, and, pursuant to Rule 16a-1(a) (4) under the Exchange Act, each of the reporting persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose.

**Remarks:**

Invus Public Equities, L.P.,  
By: Invus Public Equities  
Advisors, LLC, its General 07/29/2021  
Partner, By: /s/ Raymond  
Debbane, President

Invus Public Equities  
Advisors, LLC, By: /s/ 07/29/2021  
Raymond Debbane,  
President

Artal Treasury Ltd, By: /s/  
Keith Le Poidevin, 07/29/2021  
Director

Artal International S.C.A.,  
By: Artal International  
Management S.A., its 07/29/2021  
Managing Partner, By: /s/  
Anne Goffard, Managing  
Director

Artal International  
Management S.A., By: /s/ 07/29/2021  
Anne Goffard, Managing  
Director

Artal Group S.A., By: /s/  
Anne Goffard, Authorized 07/29/2021  
Person

Westend S.A., By: /s/ 07/29/2021  
Anne Goffard, Director

Stichting  
Administratiekantoor  
Westend, By: /s/ Amaury 07/29/2021  
Wittouck, Sole Member of  
the Board

/s/ Amaury Wittouck 07/29/2021

\*\* Signature of Reporting 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.**