

OMB APPROVAL	
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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

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>Cahill Thomas</u> (Last) (First) (Middle) <u>C/O PRIME MEDICINE, INC.</u> <u>21 ERIE STREET</u> (Street) <u>CAMBRIDGE MA 02139</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prime Medicine, Inc. [PRME]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/24/2022</u>	
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	10/24/2022		C		4,905,679	A	(1)	4,905,679	I	By Newpath Partners, L.P. ⁽²⁾
Common Stock	10/24/2022		P		400,000 ⁽³⁾	A	\$17	5,305,679	I	By Newpath Partners, L.P. ⁽²⁾

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				
Series A Convertible Preferred Stock	(1)	10/24/2022		C		9,999,999		(1)	(1)	Common Stock	3,216,674	\$0	0	I	By Newpath Partners, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(1)	10/24/2022		C		5,250,781		(1)	(1)	Common Stock	1,689,005	\$0	0	I	By Newpath Partners, L.P. ⁽²⁾

Explanation of Responses:

- The shares of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (together, the "Preferred Stock") were convertible into Common Stock on a one-for-3.10880 basis at any time at the option of the holder, and automatically converted into the number of shares shown in Column 7 immediately prior to the closing of the Issuer's initial public offering on October 24, 2022. The Preferred Stock had no expiration date.
- Represents shares held directly by Newpath Partners, L.P. ("Newpath LP"). Newpath Partners GP, L.P. ("Newpath GP LP") is the general partner of Newpath LP. Newpath Partners GP, LLC ("Newpath GP LLC") is the general partner of Newpath GP LP. The Reporting Person is a managing member of Newpath GP LLC, and disclaims beneficial ownership of the shares held directly by Newpath LP except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- Reflects shares purchased by Newpath LP in the Issuer's initial public offering.

Remarks:

/s/ Carman Alenson attorney-in-fact 10/26/2022

** 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.