

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>FMR LLC</u> (Last) (First) (Middle) <u>245 SUMMER STREET</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/19/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Prime Medicine, Inc. [PRME]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Remark 1</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
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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	(1)	(1)	Common Stock	4,124,375	(1)	I	F-Prime Capital Partners Life Sciences Fund VI LP
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	98,967	(1)	I	F-Prime Capital Partners Life Sciences Advisors Fund VI LP
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	11,015	(1)	I	F-Prime Capital Partners Life Sciences Advisors Fund VI LP
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	3,805,080	(1)	I	Entity managed by Impresa Management LLC whose shares are subject to reporting by the Undersigned

**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 B Convertible Preferred Stock	(1)	(1)	Common Stock	423,509	(1)	I	Entity managed by Impresa Management LLC whose shares are subject to reporting by the Undersigned

Explanation of Responses:

1. The shares of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (together, the "Preferred Stock") are convertible into Common Stock on a one-for-3.10880 basis at any time at the option of the holder, and will automatically convert into the number of shares shown in Column 3 immediately prior to the closing of the Issuer's initial public offering. The Preferred Stock has no expiration date.

Remarks:

Remark 1: Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Abigail P. Johnson is c/o FMR LLC, 245 Summer Street, Boston, MA 02110. Remark 2: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the undersigned are the beneficial owners of any securities reported herein. Remark 3: F-Prime Capital Partners Life Sciences Advisors Fund VI LP (FPCPLSA) is the general partner of F-Prime Capital Partners Life Sciences Fund VI LP. FPCPLSA is solely managed by Impresa Management LLC, the managing member of its general partner and its investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family.

[Kevin M. Meagher, Duly
authorized under Powers
of Attorney, by and on
behalf of FMR LLC and
its direct and indirect
subsidiaries, and Abigail P.
Johnson](#) 10/19/2022

** 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 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.