

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

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

1. Name and Address of Reporting Person* <u>Gottesdiener Keith Michael</u> <hr/> (Last) (First) (Middle) C/O PRIME MEDICINE, INC. 21 ERIE STREET <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)			2. Date of Event Requiring Statement (Month/Day/Year) 10/19/2022		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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks			
			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)
Common Stock	2,568,337	D	
Common Stock	32,166	I	By Spouse
Common Stock	1,310,241	I	By Gottesdiener Family GST Trust ⁽¹⁾
Common Stock	450,334	I	By Coolidge GST Trust-2022 ⁽²⁾

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			
Stock Option (right to buy)	(3)	10/27/2031	Common Stock	241,250	3.67	D	

Explanation of Responses:

- Shares held by the Gottesdiener Family GST Trust. The Reporting Person disclaims beneficial ownership 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.
- Shares held by the Coolidge GST Trust-2022. The Reporting Person disclaims beneficial ownership 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.
- 1/48th of the shares underlying this option vest and become exercisable in substantially equal monthly installments on each monthly anniversary of October 27, 2021, subject to the Reporting Person's continued service on each such vesting date.

Remarks:

President and Chief Executive Officer. Exhibit 24 - Power of Attorney

/s/ Carman Alenson attorney-in-fact

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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Carman Alenson and Karen Brown of Prime Medicine, Inc., a Delaware corporation (the "C

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, from time to

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such

(3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and t

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of
October 19, 2022.

/s/ Keith Gottesdiener

Signature

Keith Gottesdiener

Print Name