

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>LEE ANN L.</u> (Last) (First) (Middle) <u>C/O PRIME MEDICINE, INC.</u> <u>60 FIRST STREET</u> (Street) <u>CAMBRIDGE MA 02141</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2025</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			

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)	\$12.3	08/01/2025		D ⁽¹⁾			180,995	(2)	03/31/2033	Common Stock	180,995	(1)	0	D	
Stock Option (right to buy)	\$4.04	08/01/2025		A ⁽¹⁾		180,995		(2)	03/31/2033	Common Stock	180,995	(1)	180,995	D	
Stock Option (right to buy)	\$8.49	08/01/2025		D ⁽¹⁾			180,995	(2)	02/21/2034	Common Stock	180,995	(1)	0	D	
Stock Option (right to buy)	\$4.04	08/01/2025		A ⁽¹⁾		180,995		(2)	02/21/2034	Common Stock	180,995	(1)	180,995	D	

Explanation of Responses:

- Effective as of August 1, 2025 (the "Repricing Date"), the Issuer's stockholders approved a one-time repricing of certain outstanding stock options (the "Repriced Options") granted under the Issuer's 2019 Stock Option and Grant Plan, as amended (the "2019 Plan") and/or the 2022 Stock Option and Incentive Plan (the "2022 Plan") and, together with the 2019 Plan, the "Plans"), which reduced the per share exercise price of each Repriced Option to \$4.04, representing the closing price of the Issuer's common stock on The Nasdaq Global Market on the Repricing Date (the "Option Repricing"). Except as modified by the Option Repricing, all other terms and conditions of the Repriced Options, including, without limitation, any provisions with respect to vesting and term of the Repriced Options, remain in full force and effect.
- This stock option award was issued pursuant to the 2019 Plan and/or the 2022 Plan, as applicable, and becomes exercisable in accordance with the vesting schedule specified in the award agreement and as previously reported on applicable Form 4, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.

Remarks:

/s/ Ryan Brown, attorney-in-fact 08/05/2025

** 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.