SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Lucchino David L.	Frequency Therapeutics, Inc. [FREQ]	X Director 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O FREQUENCY THERAPEUTICS, INC., 19 PRESIDENTIAL WAY, 2ND FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 10/02/2019	President and CEO
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
WOBURN MA 01801		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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[1]	$3.37	04/17/2019		A		96,361		[2]	04/16/2029	Common Stock	96,361	$0.00	96,361	D	
Stock Option[1]	$3.37	04/17/2019		A		444,371		[3]	04/16/2029	Common Stock	444,371	$0.00	444,371	D	
Stock Option	$14	10/02/2019		A		714,413		[4]	10/01/2029	Common Stock	714,413	$0.00	714,413	D	

Explanation of Responses:

1. This transaction is being reported pursuant to Rule 16a-2(a), and the securities covered by such transaction were previously included on the Reporting Person's Form 3.

2. The option is fully vested.

3. The option vests and becomes exercisable in equal monthly installments over a four year period commencing on February 1, 2019, and will be fully vested and exercisable on January 1, 2023.

4. The option vests and becomes exercisable in equal monthly installments over a four year period commencing on November 2, 2019, and will be fully vested and exercisable on October 2, 2023.

Remarks:

By: /s/ Michael D. Bookman, Attorney-in-Fact for David L. Lucchino   10/02/2019

** 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.