

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>Mitrano Richard J.</u> (Last) (First) (Middle) <u>C/O FREQUENCY THERAPEUTICS, INC.</u> <u>75 HAYDEN AVE, SUITE 300</u> (Street) <u>LEXINGTON MA 02421</u> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>Frequency Therapeutics, Inc. [FREQ]</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>VP Finance & Operations</u>	
		3. Date of Earliest Transaction (Month/Day/Year) <u>07/04/2023</u>			
		4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/07/2023</u>		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	
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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	07/04/2023		M		25,000	A	(1)	55,995	D	
Common Stock	07/06/2023		S		224 ⁽²⁾	D	\$0.35	55,771	D	
Common Stock								4,032	I	The Carey/Mitrano Family Trust

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
Restricted Stock Unit	(1)	07/04/2023		M			25,000	(3)	(3)	Common Stock	25,000	(1)	0	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- Represents a portion of the shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of the restricted stock units pursuant to a Rule 10b5-1 trading plan entered into on March 22, 2022 and does not represent discretionary trades by the Reporting Person.
- The Restricted Stock Units vested on July 4, 2023 and do not have an expiration date.

Remarks:

This Form 4/A is being filed to correct (i) the vesting transaction dates, (ii) the number of Restricted Stock Units reported as vesting on Table II in columns 5 and 7, (iii) the aggregate derivatives following the transaction on Table II in column 9, (iv) the acquisition of shares on Table I in column 4, and (v) the aggregate securities following the transaction in column 5 of Table I.

/s/ James Abely, Attorney-in-Fact for Richard Mitrano 07/12/2023

** 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.