

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>GV 2019 GP, L.L.C.</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW CA 94043</u> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/24/2022</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			
Common Stock	10/24/2022		C		10,722,248	A	(1)	10,722,248	I	By GV 2019, L.P. ⁽²⁾
Common Stock	10/24/2022		C		1,762,440	A	(1)	1,762,440	I	By GV 2021, L.P. ⁽³⁾
Common Stock	10/24/2022		P		800,000 ⁽⁴⁾	A	\$17	11,522,248	I	By GV 2019, L.P. ⁽²⁾

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				
Series A Convertible Preferred Stock	(1)	10/24/2022		C		33,333,331	(1)	(1)	(1)	Common Stock	10,722,248	\$0	0	I	By GV 2019, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(1)	10/24/2022		C		5,479,076	(1)	(1)	(1)	Common Stock	1,762,440	\$0	0	I	By GV 2021, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>GV 2019 GP, L.L.C.</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW CA 94043</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GV 2019 GP, L.P.</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW CA 94043</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GV 2019, L.P.</u> <hr/> (Last) (First) (Middle)

(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
<hr/>		
(Street)		
MOUNTAIN VIEW CA		94043
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
GV 2021 GP, L.L.C.		
<hr/>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
<hr/>		
(Street)		
MOUNTAIN VIEW CA		94043
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
GV 2021 GP, L.P.		
<hr/>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
<hr/>		
(Street)		
MOUNTAIN VIEW CA		94043
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
GV 2021, L.P.		
<hr/>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
<hr/>		
(Street)		
MOUNTAIN VIEW CA		94043
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Alphabet Inc.		
<hr/>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
<hr/>		
(Street)		
MOUNTAIN VIEW CA		94043
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- The shares of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (together, the "Preferred Stock") were convertible into Common Stock on a one-for-3.10880 basis at any time at the option of the holder, and automatically converted into the number of shares shown in Column 7 immediately prior to the closing of the Issuer's initial public offering on October 24, 2022. The Preferred Stock had no expiration date.
- The reported securities are held directly by GV 2019, L.P. GV 2019 GP, L.P. ("GV 2019 GP"), the general partner of GV 2019, L.P., GV 2019 GP, L.L.C. ("GV 2019 LLC"), the general partner of GV 2019 GP, L.P., Alphabet Holdings LLC ("Alphabet Holdings"), the sole member of GV 2019 GP, L.L.C., XXVI Holdings Inc. ("XXVI"), the sole member of Alphabet Holdings LLC, and Alphabet Inc. ("Alphabet"), the controlling stockholder of XXVI Holdings Inc. may each be deemed to indirectly beneficially own (as the term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) the securities directly beneficially owned by GV 2019, L.P. Each of GV 2019 GP, GV 2019 LLC, Alphabet Holdings, XXVI and Alphabet disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- The reported securities are held directly by GV 2021, L.P. GV 2021 GP, L.P. ("GV 2021 GP"), the general partner of GV 2021, L.P., GV 2021 GP, L.L.C. ("GV 2021 LLC"), the general partner of GV 2021 GP, L.P., Alphabet Holdings, the sole member of GV 2021 GP, L.L.C., XXVI, the sole member of Alphabet Holdings, and Alphabet, the controlling stockholder of XXVI, may each be deemed to indirectly beneficially own (as the term is defined in Rule 13d-3 of the Exchange Act) the securities directly beneficially owned by GV 2021, L.P. Each of GV 2021 GP, GV 2021 LLC, Alphabet Holdings, XXVI and Alphabet disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- Reflects shares purchased by GV 2019, L.P. in the Issuer's initial public offering.

Remarks:

[/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.L.C.](#) [10/26/2022](#)

[/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.P.](#) [10/26/2022](#)

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[/s/ Inga Goldbard, General Counsel of GV 2021 GP, L.L.C.](#) [10/26/2022](#)

[/s/ Inga Goldbard, General Counsel of GV 2021 GP, L.P.](#) [10/26/2022](#)

[/s/ Inga Goldbard, General Counsel of GV 2021, L.P.](#) [10/26/2022](#)

[/s/ Kathryn W. Hall, Assistant](#) [10/26/2022](#)

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.

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