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

☐ 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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GV 2019 GP, L.L.C.	Prime Medicine, Inc. [PRME]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2023
1600 AMPHITHEATRE PARKWAY	

Relationship: Director — X 10% Owner; Officer (give title below); Other (specify below)

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
MOUNTAIN VIEW CA 94043		Form filed by One Reporting Person; X Form filed by More than One Reporting Person

(City) (State) (Zip)

Rule 10b5-1(c) Transaction Indication

X 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	05/10/2023		S[1]		87,397	D	$14.0257[2]	11,012,841	I	By GV 2019, L.P.[3]
Common Stock	05/11/2023		S[1]		21,819	D	$12.9815[4]	10,991,022	I	By GV 2019, L.P.[3]
Common Stock	05/11/2023		S[1]		4,807	D	$13.7903[5]	10,986,215	I	By GV 2019, L.P.[3]
Common Stock								1,762,440	I	By GV 2021, L.P.[6]

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				

1. Name and Address of Reporting Person[*]
GV 2019 GP, L.L.C.

| (Last) (First) (Middle) |
| 1600 AMPHITHEATRE PARKWAY |

| (Street) |
| MOUNTAIN VIEW CA 94043 |

(City) (State) (Zip)

1. Name and Address of Reporting Person[*]
GV 2019 GP, L.P.

(Last)	(First)	(Middle)

1600 AMPHITHEATRE PARKWAY

(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

GV 2019, L.P.

(Last)	(First)	(Middle)

1600 AMPHITHEATRE PARKWAY

(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

GV 2021 GP, L.L.C.

(Last)	(First)	(Middle)

1600 AMPHITHEATRE PARKWAY

(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

GV 2021 GP, L.P.

(Last)	(First)	(Middle)

1600 AMPHITHEATRE PARKWAY

(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

GV 2021, L.P.

(Last)	(First)	(Middle)

1600 AMPHITHEATRE PARKWAY

(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

Alphabet Inc.

(Last)	(First)	(Middle)

1600 AMPHITHEATRE PARKWAY

(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

Explanation of Responses:

1. This transaction was entered into pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 6, 2023.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $14.00 to $14.13, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 and in footnotes 4 and 5 of this Form 4.

3. The securities reported in this row are directly beneficially owned by GV 2019, L.P. (the "2019 Partnership"). The general partner of the 2019 Partnership is GV 2019 GP, L.P. (the "2019 GP"). The general partner of the 2019 GP is GV 2019 GP, L.L.C. ("GV 2019 LLC"). The sole member of GV 2019 LLC is Alphabet Holdings LLC ("Alphabet Holdings"). The sole member of Alphabet Holdings is XXVI Holdings Inc. ("XXVI"). The controlling stockholder of XXVI is Alphabet Inc. Each of the 2019 GP, GV 2019 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may 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 "Act")) the securities directly beneficially owned by the 2019 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $12.50 to $13.49, inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $13.50 to $14.00, inclusive.

6. The securities reported in this row are directly beneficially owned by GV 2021, L.P. (the "2021 Partnership"). The general partner of the 2021 Partnership is GV 2021 GP, L.P. (the "2021 GP"). The general partner of the 2021 GP is GV 2021 GP, L.L.C. ("GV 2021 LLC"). The sole member of GV 2021 LLC is Alphabet Holdings. The sole member of Alphabet Holdings is XXVI. The controlling stockholder of XXVI is Alphabet Inc. Each of the 2021 GP, GV 2021 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to indirectly beneficially own (as the term is defined in Rule 13d-3 of the Act) the securities directly beneficially owned by the 2021 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.L.C.	05/12/2023
/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.P.	05/12/2023
/s/ Inga Goldbard, General Counsel of GV 2019, L.P.	05/12/2023
/s/ Inga Goldbard, General Counsel of GV 2021 GP, L.L.C.	05/12/2023
/s/ Inga Goldbard, General Counsel of GV 2021 GP, L.P.	05/12/2023
/s/ Inga Goldbard, General Counsel of GV 2021, L.P.	05/12/2023
/s/ Inga Goldbard, Attorney-in-fact of Alphabet Inc.	05/12/2023
** 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.