

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>5AM Ventures VI, L.P.</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 350 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/04/2021	3. Issuer Name and Ticker or Trading Symbol <u>Vor Biopharma Inc. [ VOR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-2 Preferred Stock	(1)	(1)	Common Stock	3,308,822	(1)	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock	1,414,026	(1)	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock	1,414,026	(1)	I	See Footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>5AM Ventures VI, L.P.</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 350 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>5AM Partners VI, LLC</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 350 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[5AM Opportunities I, L.P.](#)

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(Last) (First) (Middle)

501 2ND STREET, SUITE 350

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(Street)

SAN FRANCISCO CA 94107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[5AM Opportunities I \(GP\), LLC](#)

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(Last) (First) (Middle)

501 2ND STREET, SUITE 350

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(Street)

SAN FRANCISCO CA 94107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Schwab Andrew J.](#)

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(Last) (First) (Middle)

501 2ND STREET, SUITE 350

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(Street)

SAN FRANCISCO CA 94107

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(City) (State) (Zip)

**Explanation of Responses:**

- Each share of Series A-2 Preferred Stock and Series B Preferred Stock is convertible at any time at the option of the holder, without payment of additional consideration, into Common Stock, on a 13.6-for-one basis, has no expiration date and will automatically convert into shares of Common Stock upon the closing of the Issuer's initial public offering.
- The shares are directly held by 5AM Ventures VI, L.P. ("Ventures VI"). 5AM Partners VI, LLC ("Partners VI") is the sole general partner of Ventures VI. Dr. Kush Parmar and Andrew J. Schwab are the managing members of Partners VI and may be deemed to have shared voting and investment power over the shares beneficially owned by Ventures VI. Each of Partners VI and Mr. Schwab disclaims beneficial ownership of the shares of Common Stock held directly by Ventures VI, except to the extent of its or his pecuniary interest therein. Dr. Parmar is a director of the issuer and files separate Section 16 reports.
- The shares are directly held by 5AM Opportunities I, L.P. ("Opportunities LP"). 5AM Opportunities I (GP), LLC ("Opportunities GP") is the sole general partner of Opportunities LP. Andrew J. Schwab and Dr. Kush Parmar are the managing members of Opportunities GP and may be deemed to have shared voting and investment power over the shares beneficially owned by Opportunities LP. Each of Opportunities GP and Mr. Schwab disclaims beneficial ownership of the shares of Common Stock held directly by Opportunities LP, except to the extent of its or his pecuniary interest therein. Dr. Parmar is a director of the issuer and files separate Section 16 reports.

**Remarks:**

[5AM Ventures VI, L.P.](#)  
 By: [5AM Partners VI, LLC, its General Partner](#), [02/04/2021](#)  
[By /s/ Kush Parmar, Managing Member](#)  
[5AM Partners VI, LLC](#),  
 By: [/s/ Kush Parmar](#), [02/04/2021](#)  
[Managing Member](#)  
[5AM Opportunities I, L.P.](#),  
 By: [5AM Opportunities I \(GP\), LLC, its General Partner](#), [By /s/ Kush Parmar, Managing Member](#), [02/04/2021](#)  
[By /s/ Kush Parmar, Managing Member](#)  
[5AM Opportunities I \(GP\), LLC](#), [By /s/ Kush Parmar](#), [02/04/2021](#)  
[Managing Member](#)  
[/s/ Andrew J. Schwab](#) [02/04/2021](#)

\*\* 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 5 (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.**