SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

				2. Issuer Name and Ticker or Trading Symbol <u>Vor Biopharma Inc.</u> [VOR]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last) (First) (Middle) 05/26					8. Date of Earliest Transaction (Month/Day/Year) 05/26/2023						Office below	r (give title)		Other (s below)	specify		
200 BERKELEY STREET 18TH FLOOR 4. If Am					If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(Street) BOSTON MA 02116																	
(City) (State) (Zip)				ule 10b5-1(c) Transaction Indication													
									dicate that a tra e defense cond					ion or written	plan t	hat is intende	ed to
		Tab	le I - Noi	n-Deri	vativ	e Se	curitie	s Ao	cquired, D	isposed	of, or Be	eneficia	lly Owne	d			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea			Execution Date,		Code (Ins	on Dispo	Securities Acquired (A) or isposed Of (D) (Instr. 3, 4 a				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
										V Amou	nt (A) (D)	or Price	Reporte Transad				(Instr. 4)
		٦							រុuired, Dis s, options				y Owned				<u> </u>
1. Title of Derivative Security (Instr. 3)	erivative Conversion Date Executi ecurity or Exercise (Month/Day/Year) if any		3A. Deeme Execution	ed Date,	4. Transactior Code (Instr. 8)		5. Number 6 on of F		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	Expiratior Date	Title	Amount or Number of Shares					
Stock Option (Right to Buy)	\$4.79	05/26/2023			A		30,000		(1)	05/25/203	3 Common Stock	30,000	\$0.00	30,000		I	See Footnotes ⁽¹⁾ (2)(3)
		Reporting Person [*]		<u>).</u>	, <u> </u>										1		
(Last) 200 BEF	RKELEY ST	(First) FREET 18TH F	(Mide) LOOR	dle)		_											
(Street) BOSTO	N	МА	021	16		_											
(City)		(State)	(Zip)														
		Reporting Person [®]															
		(First) MANAGEMEN FREET, 18TH F		dle)													
(Street) BOSTO	N	МА	021	16		_											
(City)		(State)	(Zip)														
	nd Address of <u>nsky Pete</u>	Reporting Person [°] P	*														
(Last)	CAPITAL	(First) MANAGEMEN	(Mido T. L.P.	dle)													

200 BERKELEY STREET, 18TH FLOOR

(City)	(State)	(Zip)
BOSTON	MA	02116
(Street)		
200 BERKEL	EY STREET, 18TH	I FLOOR
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	TAL MANAGEMI	
(Last)	(First)	(Middle)
	<u>/ 1V1.</u>	
Shah Rajeev		
1 Name and Add	ress of Reporting Pers	on [*]
(City)	(State)	(Zip)
	(-)	(
BOSTON	MA	02116
(Street)		00110

Explanation of Responses:

1. This option was granted to the Reporting Person pursuant to the Issuer's non-employee director compensation policy. The shares underlying the option vest and become exercisable on the earlier of (i) May 26, 2024 or (ii) the Issuer's next annual meeting of stockholders following the grant date, in each case, subject to the Reporting Person's continued service as a director through such date.

2. RA Capital Management, L.P. (the "Adviser") is the investment manager for RA Capital Healthcare Fund, L.P. (the "Fund") and RA Capital Nexus Fund, L.P. (the "Nexus Fund"). The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.

3. Under Mr. Resnick's arrangement with the Adviser, Mr. Resnick holds the option for the benefit of the Fund and the Nexus Fund. Mr. Resnick is obligated to turn over to the Adviser any net cash or stock received upon exercise of the option, which will offset advisory fees owed by the Fund and the Nexus Fund to the Adviser. The Reporting Persons therefore disclaim beneficial ownership of the option and underlying common stock.

Remarks:

Mr. Joshua Resnick, a Managing Director of the Adviser, serves on the Issuer's board of directors.

<u>/s/ Peter Kolchinsky, Manager</u> of RA Capital Management, L.P.	<u>06/02/2023</u>
<u>/s/ Peter Kolchinsky, Manager</u> of RA Capital Healthcare GP, <u>LLC, the General Partner of</u> <u>RA Capital Healthcare Fund,</u> <u>L.P.</u>	<u>06/02/2023</u>
<u>/s/ Peter Kolchinsky,</u> <u>individually</u>	<u>06/02/2023</u>
<u>/s/ Rajeev Shah, individually</u> ** Signature of Reporting Person	<u>06/02/2023</u> 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.