

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Sathyanarayanan Sriram</u>  (Last) (First) (Middle) C/O CODIAK BIOSCIENCES, INC. 35 CAMBRIDGEPARK DRIVE, SUITE 500  (Street) CAMBRIDGE MA 02140  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Codiak BioSciences, Inc. [ CDAK ]</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>Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	08/06/2021 <sup>(1)</sup>		M		1,300	A	\$3.29	1,300	D	
Common Stock	08/06/2021 <sup>(1)</sup>		s <sup>(2)</sup>		1,300	D	\$20.1585 <sup>(3)</sup>	0	D	
Common Stock	08/09/2021 <sup>(1)</sup>		M		1,300	A	\$3.29	1,300	D	
Common Stock	08/09/2021 <sup>(1)</sup>		s <sup>(2)</sup>		751	D	\$21.3083 <sup>(4)</sup>	549	D	
Common Stock	08/09/2021 <sup>(1)</sup>		s <sup>(2)</sup>		549	D	\$21.7892 <sup>(5)</sup>	0	D	

**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
Stock Option (Right to Buy)	\$3.29	08/06/2021 <sup>(1)</sup>		M		1,300		(6)	07/24/2027	Common Stock	1,300	\$0.00	49,966	D	
Stock Option (Right to Buy)	\$3.29	08/09/2021 <sup>(1)</sup>		M		1,300		(6)	07/24/2027	Common Stock	1,300	\$0.00	48,666	D	

**Explanation of Responses:**

- The transactions reported in this Form 4 were inadvertently reported late due to an administrative oversight related to communications of the transactions.
- The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.
- The price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions and the range of sale prices for the transactions reported was \$20.03 to \$20.26 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- The price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions and the range of sale prices for the transactions reported was \$20.72 to \$21.71 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- The price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions and the range of sale prices for the transactions reported was \$21.72 to \$21.91 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- The shares underlying this option are fully vested.

**Remarks:**

/s/ Yalonda Howze, by Power of Attorney for Sriram Sathyanarayanan 09/28/2021

\*\* 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 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.