

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>GILLIS STEVEN</u>  (Last) (First) (Middle) C/O ARCH VENTURE PARTNERS 8755 WEST HIGGINS ROAD, SUITE 1025  (Street) CHICAGO IL 60631  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/16/2020	
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	10/16/2020		C		1,784,572	A	(1)	1,848,535	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	10/16/2020		C		420,368	A	(4)	2,268,903	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	10/16/2020		P		235,000	A	\$15	2,503,903	I	See Footnotes <sup>(2)(3)</sup>

**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 Preferred Stock	(1)	10/16/2020		C		13,950,000		(1)	(1)	Common Stock	1,784,572	(1)	0	I	See Footnotes <sup>(2)(3)</sup>
Series B Preferred Stock	(4)	10/16/2020		C		3,000,000		(4)	(4)	Common Stock	420,368	(4)	0	I	See Footnotes <sup>(2)(3)</sup>

**Explanation of Responses:**

- Each share of Series A Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-7.8170 basis upon the closing of the Issuer's initial public offering on October 16, 2020 and had no expiration date.
- Shares held by ARCH Venture Fund VIII, L.P. ("ARCH Fund VIII"). The sole general partner of ARCH Fund VIII is ARCH Venture Partners VIII, L.P. ("ARCH Partners VIII"), which may be deemed to beneficially own the shares held by ARCH Fund VIII. ARCH Partners VIII and ARCH VIII LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The managing directors of ARCH VIII LLC are Keith L. Crandell, Clinton Bybee and Robert Nelsen, and they may be deemed to beneficially own the shares held by ARCH Fund VIII. Messrs. Crandell, Bybee and Nelsen disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- The Reporting Person is a managing director at ARCH Partners VIII and owns an interest in ARCH Partners VIII but does not have voting or investment control over the shares held by ARCH Fund VIII. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Each share of Series B Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-7.1366 basis upon the closing of the Issuer's initial public offering on October 16, 2020 and had no expiration date. The reporting person previously reported shares of common stock into which the Series B Preferred Stock was convertible based on a 1-for-7.1295 conversion ratio estimated at pricing of the Issuer's initial public offering, which reflected a fixed conversion price plus an estimated adjustment based on the issuance of shares in the Issuer's initial public offering.

**Remarks:**

/s/ Yalonda Howze by Power of Attorney for Steven Gillis 10/20/2020

\*\* 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.