

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

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>Flagship Ventures Fund V General Partner LLC</u> (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY, SUITE 800E (Street) CAMBRIDGE MA 02142 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/16/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	3A. 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		543,686	A	(1)	543,686	I	See Footnote ⁽²⁾
Common Stock	10/16/2020		C		543,686	A	(1)	543,686	I	See Footnote ⁽³⁾
Common Stock	10/16/2020		C		338,630	A	(4)	882,316	I	See Footnote ⁽²⁾
Common Stock	10/16/2020		C		338,630	A	(4)	882,316	I	See Footnote ⁽³⁾
Common Stock	10/16/2020		C		95,861	A	(5)	978,177	I	See Footnote ⁽²⁾
Common Stock	10/16/2020		C		95,861	A	(5)	978,177	I	See Footnote ⁽³⁾
Common Stock	10/16/2020		P		165,000	A	\$15	1,143,177	I	See Footnote ⁽²⁾
Common Stock								485,949	I	See Footnote ⁽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				
Series A Preferred Stock	(1)	10/16/2020		C			4,250,000	(1)	(1)	Common Stock	543,686	(1)	0	I	See Footnote ⁽²⁾
Series A Preferred Stock	(1)	10/16/2020		C			4,250,000	(1)	(1)	Common Stock	543,686	(1)	0	I	See Footnote ⁽³⁾
Series B Preferred Stock	(4)	10/16/2020		C			2,416,666	(4)	(4)	Common Stock	338,630	(4)	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(4)	10/16/2020		C			2,416,666	(4)	(4)	Common Stock	338,630	(4)	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(5)	10/16/2020		C			660,048	(5)	(5)	Common Stock	95,861	(5)	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(5)	10/16/2020		C			660,048	(5)	(5)	Common Stock	95,861	(5)	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund V General Partner LLC</u> (Last) (First) (Middle)
--

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund V, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship V VentureLabs Rx Fund, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AFEYAN NOUBAR](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. Shares held by Flagship Ventures Fund V, L.P. ("Flagship Fund V"). Flagship Ventures Fund V General Partner LLC ("Flagship V GP") is the general partner of Flagship Fund V. Noubar B. Afeyan, Ph.D. serves as the sole manager of Flagship V GP. Each of the reporting persons except for Flagship Fund V disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
3. Shares held by Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx"). Flagship V GP is the general partner of Flagship Fund V Rx. Noubar B. Afeyan, Ph.D. serves as the sole manager of Flagship V GP. Each of the reporting persons except for Flagship Fund V Rx disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
4. 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.
5. Each share of Series C Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-6.8855 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 C Preferred Stock was convertible based on a 1-for-6.8758 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.
6. Shares held by Flagship VentureLabs V LLC ("VentureLabs V"). Flagship Fund V is a member of VentureLabs V. Flagship VentureLabs V Manager LLC ("VentureLabs V Manager") is the manager of VentureLabs V. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of VentureLabs V Manager. The general partner of Flagship Fund V is Flagship V GP. Noubar B. Afeyan, Ph.D. serves as the sole director of Flagship Pioneering and as the sole manager of Flagship V GP. Each of the reporting persons except for VentureLabs V disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

Remarks:

[Flagship Ventures Fund V
General Partner LLC, By: /s/
Noubar B. Afeyan, Name: 10/20/2020
Noubar B. Afeyan, Ph.D., Title:
Manager](#)
[Flagship Ventures Fund V, L.P.,
By: Flagship Ventures Fund V
General Partner LLC, its general
partner, By: /s/ Noubar B.
Afeyan, Name: Noubar B.
Afeyan, Ph.D., Title: Manager](#)
[Flagship V VentureLabs Rx
Fund, L.P., By: Flagship
Ventures Fund V General
Partner LLC, its general partner, 10/20/2020
By: /s/ Noubar B. Afeyan,
Name: Noubar B. Afeyan,
Ph.D., Title: Manager](#)
[/s/ Noubar B. Afeyan, Noubar 10/20/2020
B. Afeyan, Ph.D.](#)

** Signature of Reporting Person Date

* 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.