

**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>ARCH Venture Fund VIII, L.P.</u> _____ (Last) (First) (Middle) 8755 WEST HIGGINS ROAD, SUITE 1025 _____ (Street) CHICAGO IL 60631 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/13/2020	3. Issuer Name and Ticker or Trading Symbol <u>Codiak BioSciences, Inc. [ CDAK ]</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) _____ 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)
Common Stock	63,963	I	See Footnote <sup>(1)</sup>

**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 Preferred Stock	(2)	(2)	Common Stock	1,784,572	(2)	I	See Footnote <sup>(1)</sup>
Series A Preferred Stock	(2)	(2)	Common Stock	831,521	(2)	I	See Footnote <sup>(5)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock	420,784	(3)	I	See Footnote <sup>(1)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock	327,277	(3)	I	See Footnote <sup>(5)</sup>
Series C Preferred Stock	(4)	(4)	Common Stock	191,992	(4)	I	See Footnote <sup>(5)</sup>

1. Name and Address of Reporting Person* <u>ARCH Venture Fund VIII, L.P.</u> _____ (Last) (First) (Middle) 8755 WEST HIGGINS ROAD, SUITE 1025 _____ (Street) CHICAGO IL 60631 _____ (City) (State) (Zip)
---

1. Name and Address of Reporting Person* <u>ARCH Venture Fund VIII Overage, L.P.</u> _____ (Last) (First) (Middle) 8755 WEST HIGGINS ROAD, SUITE 1025 _____ (Street) CHICAGO IL 60631 _____ (City) (State) (Zip)
---

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CRANDELL KEITH</a>		
(Last)	(First)	(Middle)
8755 WEST HIGGINS ROAD, SUITE 1025		
(Street)		
CHICAGO	IL	60631
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BYBEE CLINTON</a>		
(Last)	(First)	(Middle)
8755 WEST HIGGINS ROAD, SUITE 1025		
(Street)		
CHICAGO	IL	60631
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">NELSEN ROBERT</a>		
(Last)	(First)	(Middle)
8755 WEST HIGGINS ROAD, SUITE 1025		
(Street)		
CHICAGO	IL	60631
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">ARCH Venture Partners VIII, LLC</a>		
(Last)	(First)	(Middle)
8755 WEST HIGGINS ROAD, SUITE 1025		
(Street)		
CHICAGO	IL	60631
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">ARCH Venture Partners VIII, L.P.</a>		
(Last)	(First)	(Middle)
8755 WEST HIGGINS ROAD, SUITE 1025		
(Street)		
CHICAGO	IL	60631
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 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. The sole general partner of ARCH Partners VIII is ARCH Venture Partners VIII, LLC ("ARCH VIII LLC"), 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.

2. Each share of Series A Preferred Stock is convertible into Common Stock on a 1-for-7.8170 basis into the aggregate number of shares of Common Stock shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. The shares have no expiration date.
3. Each share of Series B Preferred Stock is convertible into Common Stock on an approximately 1-for-7.1295 basis into the aggregate number of shares of Common Stock shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. The shares have no expiration date.
4. Each share of Series C Preferred Stock is convertible into Common Stock on an approximately 1-for-6.8758 basis into the aggregate number of shares of Common Stock shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. The shares have no expiration date.
5. Shares held by ARCH Venture Fund VIII Overage, L.P. ("ARCH Fund Overage"). The sole general partner of ARCH Fund Overage is ARCH VIII LLC, which may be deemed to beneficially own the shares held by ARCH Fund Overage. ARCH VIII LLC disclaims 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 Overage. Messrs. Crandell, Bybee and Nelsen disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

**Remarks:**

ARCH Venture Fund VIII, L.P. By: ARCH Venture Partners VIII, L.P., its General Partner By: ARCH Venture Partners VIII, LLC, its General Partner By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director 10/13/2020

ARCH Venture Fund VIII Overage, L.P. ARCH Venture Partners VIII, LLC, its General Partner By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director 10/13/2020

Keith Crandell, Managing Director By: /s/ Mark McDonnell, as Attorney-in-Fact 10/13/2020

Clinton Bybee, Managing Director By: /s/ Mark McDonnell, as Attorney-in-Fact 10/13/2020

Robert Nelsen, Managing Director By: /s/ Mark McDonnell, as Attorney-in-Fact 10/13/2020

ARCH Venture Partners VIII, LLC By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director 10/13/2020

ARCH Venture Partners VIII, L.P. By: ARCH Venture Partners VIII, LLC, its General Partner By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director 10/13/2020

\*\* 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 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.**

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark McDonnell his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, member, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect with respect to each undersigned person unless and until six months after such person is both no longer a Managing Director of ARCH Venture Partners and no longer serving on the board of directors of any portfolio company of any ARCH Venture Partners fund.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 9th day of March, 2015.

ARCH VENTURE FUND VIII, L.P.

By: ARCH Venture Partners VIII, L.P.  
its General Partner

By: ARCH Venture Partners VIII, LLC.  
its General Partner

By: /s/ Keith Crandell  
-----  
Managing Director

ARCH VENTURE PARTNERS VIII, L.P.

By: ARCH Venture Partners VIII, LLC  
its General Partner

By: /s/ Keith Crandell  
-----  
Managing Director

ARCH VENTURE PARTNERS VIII, LLC

By: /s/ Keith Crandell  
-----  
Managing Director

/s/ Keith Crandell  
-----  
Keith Crandell

/s/ Robert Nelsen  
-----  
Robert Nelsen

/s/ Clinton Bybee  
-----  
Clinton Bybee

/s/ Kristina Burow  
-----  
Kristina Burow

/s/ Paul Thurk  
-----  
Paul Thurk

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark McDonnell his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, member, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect with respect to each undersigned person unless and until six months after such person is both no longer a Managing Director of ARCH Venture Partners and no longer serving on the board of directors of any portfolio company of any ARCH Venture Partners fund.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 26th day of July, 2017.

ARCH VENTURE FUND VIII OVERAGE, L.P.

By: ARCH Venture Partners VIII, LLC  
its General Partner

By: /s/ Keith Crandell  
-----  
Managing Director

ARCH VENTURE PARTNERS VIII, L.P.

By: ARCH Venture Partners VIII, LLC  
its General Partner

By: /s/ Keith Crandell  
-----  
Managing Director