

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) 09/15/2022	
	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 <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)	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	09/15/2022		p ⁽¹⁾		722,590	A	(1)	1,865,767	I	By Flagship Ventures Fund V, L.P. ⁽²⁾
Common Stock	09/15/2022		p ⁽¹⁾		210,743	A	(1)	1,188,920	I	By Flagship V VentureLabs Rx Fund, L.P. ⁽³⁾
Common Stock								485,949	I	Flagship VentureLabs V LLC ⁽⁴⁾

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
Warrants to purchase Common Stock	\$1.875	09/15/2022		p ⁽¹⁾		722,590		09/15/2022	09/15/2027	Common Stock	722,590	(1)	722,590	I	By Flagship Ventures Fund V, L.P. ⁽²⁾
Warrants to purchase Common Stock	\$1.875	09/15/2022		p ⁽¹⁾		210,743		09/15/2022	09/15/2027	Common Stock	210,743	(1)	210,743	I	By Flagship V VentureLabs Rx Fund, L.P. ⁽³⁾

1. Name and Address of Reporting Person*
Flagship Ventures Fund V General Partner LLC

 (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:

- On September 15, 2022, pursuant to an underwritten public offering by the Issuer (the "Offering"), Flagship Ventures Fund V, L.P. ("Flagship Fund V") acquired 722,590 shares of Common Stock and accompanying warrants to purchase 722,590 shares of Common Stock, and Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx") acquired 210,743 shares of Common Stock and accompanying warrants to purchase 210,743 shares of Common Stock. The combined purchase price in the Offering was \$1.50 per share of Common Stock and accompanying warrant.
- Shares held by 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. is 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.
- Shares held by Flagship Fund V Rx. Flagship V GP is the general partner of Flagship Fund V Rx. Noubar B. Afeyan, Ph.D. is 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.
- Shares held by Flagship VentureLabs V LLC ("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. Noubar B. Afeyan, Ph.D. is the CEO and sole stockholder of Flagship Pioneering. 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: 09/16/2022
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, 09/16/2022
By: /s/ Noubar B. Afeyan,
Name: Noubar B. Afeyan,
Ph.D., Title: Manager](#)

[Noubar B. Afeyan, Ph.D., By: 09/16/2022
/s/ Noubar B. Afeyan, Ph.D.](#)

** 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.