FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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 Flagship Ventures Fund V General Partner LLC (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY, SUIT	Requiring (Month/Da 10/13/20	Statement ay/Year)	3. Issuer Name and Ticker or Trading Symbol Codiak BioSciences, Inc. [CDAk 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing		
(Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	_		Officer (give title below)	Other below)	(specify		Form filed	e Line) by One Reporting by More than One
	Table I - No	n-Derivati	ive Securities Bene	ficially O	wned			
1. Title of Security (Instr. 4)		- 1	2. Amount of Securities Beneficially Owned (Inst 4)	3. Owner. Form: Compared (D) or In (I) (Insti	Direct ndirect		ture of Indire ership (Instr.	
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Common Stock			485,949]		See	Footnote ⁽¹⁾	
			485,949 Securities Beneficents, options, conve	ially Own	ed		Footnote ⁽¹⁾	
		ills, warra	Securities Benefic	cially Own	ed urities 4. Conver or Exer	sion cise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.
(e	2. Date Exerc Expiration D	ills, warra	e Securities Benefic nts, options, conve	cially Own	ed urities 4. Conver	rsion rcise f	5. Ownership	Indirect Beneficial
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(e 1. Title of Derivative Security (Instr. 4) Series A Preferred Stock Series A Preferred Stock Series B Preferred Stock	Date Exercisable	Expiration Date (2) (5)	3. Title and Amount of S Underlying Derivative S (Instr. 4) Title Common Stock Common Stock	Amount or Number of Shares 543,686 338,965	4. Conver or Exer Price o Derivat Securit) rsion ccise f iive iyy	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Indirect Beneficial Ownership (Instr. 5) See Footnote ⁽³⁾ See Footnote ⁽⁴⁾ See Footnote ⁽³⁾

Flagship Ven	•	and V General Partner		
(Last)	(First)	(Middle)		
55 CAMBRIDG	E PARKV	WAY, SUITE 800E		
(Street) CAMBRIDGE	MA	02142		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person* Flagship VentureLabs V LLC				

(Last)	(First)	(Middle)
55 CAMBRIDG	E PARKWA	Y, SUITE 800E
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Street) CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Addres		
Flagship Ven	tureLabs V	Manager LLC
(Last)	(First)	(Middle)
55 CAMBRIDG	` '	,
Street)	264	00140
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting	Person*
Flagship Pior		
(Last)	(First)	(Middle)
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1. Name and Addres	ss of Reporting	Person*
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1. Name and Addres	ss of Reporting tures Fund (First)	Person* V, L.P. (Middle)
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Explanation of Responses:

- 1. Shares held by Flagship VentureLabs V LLC ("VentureLabs V"). Flagship Ventures Fund V, L.P. ("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 Ventures Fund V General Partner LLC ("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.
- 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. Shares held by Flagship Fund V. 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.
- 4. 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.
- 5. 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.
- 6. 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.

Remarks:

Flagship Ventures Fund V General Partner LLC, By: /s/ Noubar B. Afeyan, Name: Noubar B. Afeyan, Ph.D., Title: Manager	10/13/2020
Flagship VentureLabs V LLC, By: Flagship VentureLabs V Manager LLC., its manager, By: Flagship Pioneering, Inc., its manager, By: /s/ Noubar B. Afeyan, Ph.D., Name: Noubar B. Afeyan, Ph.D., Title: Director	10/13/2020
Flagship VentureLabs V Manager LLC, By: Flagship Pioneering, Inc., its manager, By: /s/ Noubar B. Afeyan, Ph.D., Name: Noubar B. Afeyan, Ph.D., Title: Director	10/13/2020
Flagship Pioneering, Inc., By: /s/ Noubar B. Afeyan, Ph.D., Name: Noubar B. Afeyan, Ph.D., Title: Director	10/13/2020
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	10/13/2020
Flagship V VentureLabs Rx Fund, 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	10/13/2020
/s/ Noubar B. Afeyan, Noubar B. Afeyan, Ph.D.	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 Number.	displays a currently valid OMB