

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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* <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. 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	485,949	I	See Footnote ⁽¹⁾

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	543,686	(2)	I	See Footnote ⁽³⁾
Series A Preferred Stock	(2)	(2)	Common Stock	543,686	(2)	I	See Footnote ⁽⁴⁾
Series B Preferred Stock	(5)	(5)	Common Stock	338,965	(5)	I	See Footnote ⁽³⁾
Series B Preferred Stock	(5)	(5)	Common Stock	338,965	(5)	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(6)	(6)	Common Stock	95,996	(6)	I	See Footnote ⁽³⁾
Series C Preferred Stock	(6)	(6)	Common Stock	95,996	(6)	I	See Footnote ⁽⁴⁾

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)		
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1. Name and Address of Reporting Person* <u>Flagship VentureLabs V LLC</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)		
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(Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Flagship VentureLabs V Manager LLC](#)

(Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Flagship Pioneering Inc.](#)

(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. 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, 10/13/2020
Name: Noubar B. Afeyan,
Ph.D., Title: Manager

Flagship VentureLabs V
LLC, By: Flagship
VentureLabs V Manager
LLC., its manager, By: 10/13/2020
Flagship Pioneering, Inc.,
its manager, By: /s/
Noubar B. Afeyan, Ph.D.,
Name: Noubar B. Afeyan,
Ph.D., Title: Director

Flagship VentureLabs V
Manager LLC, By:
Flagship Pioneering, Inc.,
its manager, By: /s/ 10/13/2020
Noubar B. Afeyan, Ph.D.,
Name: Noubar B. Afeyan,
Ph.D., Title: Director

Flagship Pioneering, Inc.,
By: /s/ Noubar B. Afeyan, 10/13/2020
Ph.D., Name: Noubar B.
Afeyan, Ph.D., Title:
Director

Flagship Ventures Fund V,
L.P., By: Flagship
Ventures Fund V General
Partner LLC, its general 10/13/2020
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 10/13/2020
general partner, By: /s/
Noubar B. Afeyan, Name:
Noubar B. Afeyan, Ph.D.,
Title: Manager

/s/ Noubar B. Afeyan, 10/13/2020
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 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.