

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>COHEN MARC A</b>  (Last) (First) (Middle) <b>C/O FREQUENCY THERAPEUTICS, INC.</b> <b>19 PRESIDENTIAL WAY, 2ND FLOOR</b>  (Street) <b>WOBURN MA 01801</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Frequency Therapeutics, Inc. [ FREQ ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/30/2020</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	01/30/2020		M		8,042	A	\$0.61	525,746	I	The Marc Andrew Cohen Revocable Trust
Common Stock	01/30/2020		M		16,691	A	\$0.61	542,437	I	The Marc Andrew Cohen Revocable Trust
Common Stock	01/30/2020		M		21,827	A	\$3.37	564,264	I	The Marc Andrew Cohen Revocable Trust
Common Stock	01/30/2020		M		20,778	A	\$3.37	585,042	I	The Marc Andrew Cohen Revocable Trust
Common Stock	01/30/2020		M		20,778	A	\$3.37	605,820	I	The Marc Andrew Cohen Revocable Trust
Common Stock								17,857	D	

**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
Stock Option	\$0.61	01/30/2020		M			8,042	(1)	06/28/2027	Common Stock	8,042	\$0.00	12,063	D	
Stock Option	\$0.61	01/30/2020		M			16,691	(2)	05/21/2028	Common Stock	16,691	\$0.00	50,072	D	
Stock Option	\$3.37	01/30/2020		M			21,827	(3)	04/16/2029	Common Stock	21,827	\$0.00	32,918	D	

**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				
Stock Option	\$3.37	01/30/2020		M			20,778	(4)	04/16/2029	Common Stock	20,778	\$0.00	0	D	
Stock Option	\$3.37	01/30/2020		M			20,778	(4)	04/16/2029	Common Stock	20,778	\$0.00	0	D	

**Explanation of Responses:**

1. The option vests and becomes exercisable in equal monthly installments over a four year period commencing on February 1, 2017, and will be fully vested and exercisable on January 1, 2021.
2. The option vests and becomes exercisable in equal monthly installments over a four year period commencing on February 1, 2018, and will be fully vested and exercisable on January 1, 2022.
3. The option vests and becomes exercisable in equal monthly installments over a two year period commencing on February 1, 2019, and will be fully vested and exercisable on January 1, 2021.
4. The option is fully vested.

**Remarks:**

By: /s/ Michael D. Bookman,  
Attorney-in-Fact for Marc A. Cohen      02/03/2020

\*\* 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 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.

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