

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>COHEN MARC A</u>  (Last) (First) (Middle) <u>C/O FREQUENCY THERAPEUTICS, INC.</u> <u>19 PRESIDENTIAL WAY, 2ND FLOOR</u>  (Street) <u>WOBURN MA 01801</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Frequency Therapeutics, Inc. [ FREQ ]</u>	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) <u>01/30/2020</u>	
	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	Amount or Number of Shares				
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	
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:**

- 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.
- 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.
- 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.
- 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.

**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.**