

| OMB APPROVAL | |
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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>MARCUS JOEL S</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>07/20/2020</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/22/2020</u> | |

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 | 07/20/2020 | | A ⁽¹⁾ | | 55,555 ⁽²⁾ | A | \$18 | 1,011,730 | I | Alexandria Venture Investments, LLC ⁽³⁾ |

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 | | | | | |

Explanation of Responses:

- This amendment is being filed to correct the transaction code previously reported on the Reporting Person's Form 4 filed on July 22, 2020.
- On July 17, 2020 the Issuer entered into a definitive securities purchase agreement with certain institutional investors (the "Private Placement"), which closed on July 20, 2020. The Private Placement consisted of 2,350,108 shares of common stock at a price of \$18.00 per share. The 55,555 shares of common stock reported herein were acquired pursuant to the Private Placement.
- Represents securities held of record by Alexandria Venture Investments, LLC ("Alexandria"). Alexandria Real Estate Equities, Inc. is the managing member of Alexandria. Each of Alexandria and Alexandria Real Estate Equities, Inc. has shared voting and investment power with respect to the shares owned by Alexandria. The reporting person is the Executive Chairman of Alexandria Real Estate Equities, Inc. and may therefore be deemed to have voting and investment power with respect to the shares owned by Alexandria. Each of the reporting person and Alexandria Real Estate Equities, Inc. disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Remarks:

/s/ Michael D. Bookman,
Attorney-in-Fact for Joel S. Marcus 07/23/2020

** 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.