

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>12/18/2020</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	12/18/2020		S		2,310	D	\$33.9215 <sup>(1)</sup>	317,390	D	
Common Stock	12/18/2020		S		1,814	D	\$34.8985 <sup>(2)</sup>	315,576	D	
Common Stock	12/18/2020		S		2,864	D	\$36.0303 <sup>(3)</sup>	312,712	D	
Common Stock	12/18/2020		S		4,300	D	\$37.2073 <sup>(4)</sup>	308,412	D	
Common Stock	12/18/2020		S		8,412	D	\$38.268 <sup>(5)</sup>	300,000	D	
Common Stock	12/21/2020		S		10,000	D	\$30.3521 <sup>(6)</sup>	290,000	D	
Common Stock	12/22/2020		S		1,439	D	\$32.0903 <sup>(7)</sup>	288,561	D	
Common Stock	12/22/2020		S		7,441	D	\$32.9712 <sup>(8)</sup>	281,120	D	
Common Stock	12/22/2020		S		1,120	D	\$33.8208 <sup>(9)</sup>	280,000	D	
Common Stock	12/22/2020		S		10,000	D	\$34.2738 <sup>(10)</sup>	270,000	D	
Common Stock								1,011,730	I	Alexandria Venture Investments, LLC <sup>(11)</sup>

**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)					

**Explanation of Responses:**

- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$33.50 to \$34.46. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$34.53 to \$35.41. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$35.64 to \$36.6. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$36.77 to \$37.765. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$37.78 to \$38.58. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$30.3505 to \$30.3538. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$31.6 to \$32.5. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$32.625 to \$33.38. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.

9. This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$33.63 to \$33.905. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.

10. This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$33.74 to \$34.62. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of Shares sold at each price.

11. 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.

/s/ Michael D. Bookman,  
Attorney-in-Fact for Joel S. 12/22/2020  
Marcus

\*\* 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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