

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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. Date of Event Requiring Statement (Month/Day/Year) <u>10/02/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Frequency Therapeutics, Inc. [FREQ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	72,475	I	The Marc Andrew Cohen Revocable Trust

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
Series A Preferred Stock	(1)	(1)	Common Stock	340,321	(1)	I	The Marc Andrew Cohen Revocable Trust
Series B Preferred Stock	(1)	(1)	Common Stock	80,650	(1)	I	The Marc Andrew Cohen Revocable Trust
Series C Preferred Stock	(1)	(1)	Common Stock	24,258	(1)	I	The Marc Andrew Cohen Revocable Trust
Stock Option	(2)	06/28/2027	Common Stock	20,105	0.61	D	
Stock Option	(3)	05/21/2028	Common Stock	66,763	0.61	D	
Stock Option	(4)	04/16/2029	Common Stock	54,745	3.37	D	
Stock Option	(5)	04/16/2029	Common Stock	20,778	3.37	D	

Explanation of Responses:

- Each share of the Issuer's preferred stock is convertible into 0.148467077 shares of the Issuer's common stock at the holder's election and has no expiration date. The preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.
- 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:

Exhibit 24 - Power of Attorney.

/s/ Michael D. Bookman,
Attorney-in-Fact for Marc A. Cohen 10/02/2019
Cohen

** 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.

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