

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person* <u>MARCUS JOEL S</u>  (Last) (First) (Middle) <u>C/O FREQUENCY THERAPEUTICS, INC.,</u> <u>75 HAYDEN AVE, SUITE 300</u>  (Street) <u>LEXINGTON MA 02421</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>08/17/2022</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			

**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	\$2.14	08/17/2022		A		14,846		(1)	06/10/2030	Common Stock	14,846	(2)	14,846	D	
Stock Option	\$18.63	08/17/2022		D			14,846	(3)	06/10/2030	Common Stock	14,846	(2)	0	D	
Stock Option	\$2.14	08/17/2022		A		14,846		(4)	06/16/2031	Common Stock	14,846	(2)	14,846	D	
Stock Option	\$10.14	08/17/2022		D			14,846	(5)	06/16/2031	Common Stock	14,846	(2)	0	D	

**Explanation of Responses:**

- The option vested in full on the earlier of June 11, 2021 or the day immediately prior to the company's 2021 annual meeting of shareholders
- The transaction reported herein reflects a one-time stock option repricing that became effective on August 17, 2022 and is being reported in this manner solely to comply with the technical reporting requirements under Section 16(a) of the Securities Exchange Act of 1934, as amended. There have been no other changes to the terms of these options.
- The option vests in full on the earlier of June 11, 2021 or the day immediately prior to the company's 2021 annual meeting of shareholders
- The option vested in full on the earlier of June 17, 2022 or the day immediately prior to the company's 2022 annual meeting of shareholders.
- The option vests in full on the earlier of June 17, 2022 or the day immediately prior to the company's 2022 annual meeting of shareholders.

/s/ James P. Abely, Attorney-in-Fact for Joel S. Marcus 08/19/2022

\*\* 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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