

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>Mitrano Richard J.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Finance &amp; Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2019</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 <sup>(1)</sup>	\$3.37	04/17/2019		A		33,305		(2)	04/16/2029	Common Stock	33,305	\$0.00	33,305	D	
Stock Option	\$14	10/02/2019		A		17,816		(3)	10/01/2029	Common Stock	17,816	\$0.00	17,816	D	

**Explanation of Responses:**

- This transaction is being reported pursuant to Rule 16a-2(a), and the securities covered by such transaction were previously included on the Reporting Person's Form 3
- The option vests and becomes exercisable in equal monthly installments over a four year period commencing on February 1, 2019, and will be fully vested and exercisable on January 1, 2023.
- The option vests and becomes exercisable in equal monthly installments over a four year period commencing on November 2, 2019, and will be fully vested and exercisable on October 2, 2023.

**Remarks:**

By: /s/ Michael D. Bookman,  
Attorney-in-Fact for Richard Mitrano      10/02/2019

\*\* 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.