

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>Lucchino David L.</u> <hr/> (Last) (First) (Middle) C/O FREQUENCY THERAPEUTICS, INC. 19 PRESIDENTIAL WAY, 2ND FLOOR <hr/> (Street) WOBURN MA 01801 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) 12/14/2020					
			4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	12/14/2020		M		13,514	A	\$0.61	337,314	D	
Common Stock	12/14/2020		S <sup>(1)</sup>		13,514	D	\$35.12 <sup>(2)</sup>	323,800	D	
Common Stock	12/15/2020		M		6,411	A	\$0.61	330,211	D	
Common Stock	12/15/2020		M		7,103	A	\$0.61	337,314	D	
Common Stock	12/15/2020		S <sup>(1)</sup>		9,014	D	\$38.18 <sup>(3)</sup>	328,300	D	
Common Stock	12/15/2020		S <sup>(1)</sup>		4,500	D	\$38.83 <sup>(4)</sup>	323,800	D	
Common Stock	12/16/2020		M		13,514	A	\$0.61	337,314	D	
Common Stock	12/16/2020		S <sup>(1)</sup>		13,514	D	\$40	323,800	D	

**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	\$0.61	12/14/2020		M			13,514	(5)	06/28/2027	Common Stock	13,514	\$0	10,324	D	
Stock Option	\$0.61	12/15/2020		M			6,411	(5)	06/28/2027	Common Stock	6,411	\$0	3,913	D	
Stock Option	\$0.61	12/15/2020		M			7,103	(6)	05/21/2028	Common Stock	7,103	\$0	303,544	D	
Stock Option	\$0.61	12/16/2020		M			13,514	(6)	05/21/2028	Common Stock	13,514	\$0	290,030	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2020.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$35.08 to \$35.16. 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 \$37.5 to \$38.49. 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 \$38.505 to \$39.25. 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.
- 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.

/s/ Michael D. Bookman,  
 Attorney-in-Fact for David L. Lucchino 12/16/2020

\*\* 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.

