

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

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>Omega Fund VI, L.P.</u> (Last) (First) (Middle) 888 BOYLSTON STREET, SUITE 1111 (Street) BOSTON MA 02199 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lexeo Therapeutics, Inc. [LXEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2023		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	11/07/2023		C		1,415,865	A	(1)	1,415,865	D	
Common Stock	11/07/2023		C		287,213	A	(2)	1,703,078	D	
Common Stock	11/07/2023		P		454,545	A	\$11	2,157,623	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	Amount or Number of Shares				
Series A convertible preferred stock	(1)	11/07/2023		C			14,999,999	(1)	(1)	Common Stock	1,415,865	(1)	0	D	
Series B convertible preferred stock	(2)	11/07/2023		C			2,615,533	(2)	(2)	Common Stock	287,213	(2)	0	D	

1. Name and Address of Reporting Person*
Omega Fund VI, L.P.
 (Last) (First) (Middle)
 888 BOYLSTON STREET, SUITE 1111
 (Street)
 BOSTON MA 02199
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Omega Fund VI GP, L.P.
 (Last) (First) (Middle)
 888 BOYLSTON STREET, SUITE 1111
 (Street)
 BOSTON MA 02199
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Omega Fund VI GP Manager, Ltd.
 (Last) (First) (Middle)
 888 BOYLSTON STREET, SUITE 1111
 (Street)

BOSTON	MA	02199
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Stampacchia Otello</u>		
(Last)	(First)	(Middle)
C/O OMEGA FUNDS		
888 BOYLSTON ST., SUITE 1111		
(Street)		
BOSTON	MA	02199
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Nessi Claudio</u>		
(Last)	(First)	(Middle)
C/O OMEGA FUNDS		
888 BOYLSTON STREET, SUITE 1111		
(Street)		
BOSTON	MA	
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Paster Anne-Mari</u>		
(Last)	(First)	(Middle)
C/O OMEGA FUNDS		
888 BOYLSTON STREET, SUITE 1111		
(Street)		
BOSTON	MA	02119
(City)	(State)	(Zip)

Explanation of Responses:

- Upon the closing of the Issuer's initial public offering, each share of Series A convertible preferred stock automatically converted into shares of the Issuer's common stock on a one-for-10.594230 basis. The shares had no expiration date.
- Upon the closing of the Issuer's initial public offering, each share of Series B convertible preferred stock automatically converted into shares of the Issuer's common stock on a one-for-9.106601 basis, which reflects an anti-dilution adjustment to the conversion ratio pursuant to a provision of the Series B convertible preferred stock based on the pricing of the initial public offering (as described in the Reporting Person's Form 3). The shares had no expiration date.

Remarks:

<u>/s/ Otello Stampacchia,</u> <u>authorized signatory</u>	<u>11/09/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory</u>	<u>11/09/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory</u>	<u>11/09/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory</u>	<u>11/09/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory</u>	<u>11/09/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory</u>	<u>11/09/2023</u>

** 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.