

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>See Tai Sandi</u> (Last) (First) (Middle) C/O LEXEO THERAPEUTICS, INC. 345 PARK AVENUE SOUTH, FLOOR 6 (Street) NEW YORK NY 10010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2024	3. Issuer Name and Ticker or Trading Symbol <u>Lexeo Therapeutics, Inc. [LXEO]</u>	
		4. 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>Chief Development Officer</u>	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	16,625 ⁽¹⁾	D	

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				
Employee Stock Option (right to buy)	(2)	11/29/2033	Common Stock	64,189	12.72	D
Employee Stock Option (right to buy)	(3)	01/04/2034	Common Stock	30,000	14.48	D
Employee Stock Option (right to buy)	(4)	02/01/2034	Common Stock	69,750	17	D

Explanation of Responses:

- The reported securities are restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock of the Issuer. Twenty-five percent (25%) of the RSUs shall vest on February 15, 2025, and 1/16th of the RSUs shall vest in quarterly installments thereafter on the Issuer's standard quarterly vesting dates, subject to the Reporting Person's continued service through each applicable vesting date.
- 25% of the shares underlying the option vest and become exercisable on October 30, 2024, and 1/48th of the shares underlying the option shall vest in monthly installments thereafter, subject to the Reporting Person's continuous service.
- 25% of the shares underlying the option vest and become exercisable on January 5, 2025, and 1/48th of the shares underlying the option shall vest in monthly installments thereafter, subject to the Reporting Person's continuous service.
- 25% of the shares underlying the option vest and become exercisable on February 2, 2025, and 1/48th of the shares underlying the option shall vest in monthly installments thereafter, subject to the Reporting Person's continuous service.

Remarks:

/s/ Jenny Robertson,
attorney-in-fact

02/06/2024

** 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.

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.

Exhibit 24
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Lexeo Therapeutics, Inc. (the "Company"), hereby constitutes and appoints R. Nolan Townsend, Jenny Robertson, Hannah Yi, and James Reilly, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 18, 2024.

Signature: /s/ Sandi See Tai

Print Name: Sandi See Tai