

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>Omega Fund VI, L.P.</u> <hr/> (Last) (First) (Middle) 888 BOYLSTON STREET, SUITE 1111 <hr/> (Street) BOSTON MA 02199 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/02/2023	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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

**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)
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**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	Title	Amount or Number of Shares			
Series A convertible preferred stock	(1)	(1)	Common Stock	1,415,865	(1)	D <sup>(2)</sup>	
Series B convertible preferred stock	(3)	(3)	Common Stock	246,883 <sup>(3)</sup>	(3)	D <sup>(2)</sup>	

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

1. Name and Address of Reporting Person\*

Stampacchia Otello

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(Last)	(First)	(Middle)
C/O OMEGA FUNDS		
888 BOYLSTON ST., SUITE 1111		
<hr/>		
(Street)		
BOSTON	MA	02199
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

Nessi Claudio

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(Last)	(First)	(Middle)
C/O OMEGA FUNDS		
888 BOYLSTON STREET, SUITE 1111		
<hr/>		
(Street)		
BOSTON	MA	
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

Paster Anne-Mari

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(Last)	(First)	(Middle)
C/O OMEGA FUNDS		
888 BOYLSTON STREET, SUITE 1111		
<hr/>		
(Street)		
BOSTON	MA	02119
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Each share of Series A convertible preferred stock is convertible into Common Stock on a 1-for-10.594230 basis at any time at the Reporting Person's election, and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. The shares have no expiration date.
- The reported securities are held by Omega Fund VI, L.P. ("Omega VI"). The reported securities may be deemed to be beneficially owned by each of Omega Fund VI GP, L.P. ("Omega VI GP"), as the general partner of Omega VI, and Omega Fund VI GP Manager, Ltd. ("Omega VI GP Manager"), as the general partner of Omega VI GP. Otello Stampacchia, Claudio Nessi and Anne-Mari Paster are all the shareholders and directors of Omega VI GP Manager and have shared voting and investment power over the shares held by Omega VI and, as a result, may each be deemed to beneficially own the reported securities. Each of such individuals disclaims beneficial ownership of the shares held by Omega VI.
- Each share of Series B convertible preferred stock is convertible into Common Stock on a 1-for-10.594230 basis at any time at the Reporting Person's election, and automatically upon the closing of the Issuer's initial public offering without payment or further consideration. Excludes shares of Common Stock issuable upon the closing of the Issuer's initial public offering pursuant to anti-dilution adjustment provisions of the Series B convertible preferred stock. The shares have no expiration date.

**Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney

<u>/s/ Otello Stampacchia,</u> <u>authorized signatory.</u>	<u>11/02/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory.</u>	<u>11/02/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory.</u>	<u>11/02/2023</u>
<u>/s/ Otello Stampacchia,</u> <u>authorized signatory.</u>	<u>11/02/2023</u>
<u>/s/ Otello Stampacchia,</u>	<u>11/02/2023</u>

authorized signatory.

/s/ Otello Stampacchia,

authorized signatory.

11/02/2023

\*\* 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.**

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints each other undersigned, such person's true and lawful attorney-in-fact, to:

- (1) execute for and on behalf of each of such person Forms 3, 4, and 5 and Schedules 13D or 13G, as appropriate, and any required amendments thereto (collectively, the "Reports"), with respect to their current or future beneficial ownership of securities of any public company, in accordance with Section 13(d) and/or Section 16(a) of the Securities Exchange Act of 1934, as amended, and the respective rules (including Rule 13 d-1) promulgated thereunder;
- (2) do and perform any and all acts for and on behalf of such person which may be necessary or desirable to complete and execute any such Report and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of an attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such person, it being understood that the documents executed by an attorney-in-fact on behalf of such person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned hereby ratifies and confirms each Report that has been signed by any other undersigned prior to the date hereof. Each of the undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d) or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Reports with respect to the undersigned's current or future holdings of and transactions in securities issued by any public company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of dates set forth opposite their names.

Dated: 11/2/2023 /s/ Otello Stampacchia  
Otello Stampacchia

Dated: 2/11/2020 /s/ Claudio Nessi  
Claudio Nessi

Dated: 2/11/2020 /s/ Anne-Mari Paster  
Anne-Mari Paster

Dated: 2/11/2020 /s/ Deirdre A. Cunnane  
Deirdre A. Cunnane