

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>LeBel Carl</u>  (Last) (First) (Middle) <u>C/O FREQUENCY THERAPEUTICS, INC.</u> <u>75 HAYDEN AVE, SUITE 300</u>  (Street) <u>LEXINGTON MA 02421</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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>Chief Development Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/05/2022</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			
Common Stock	07/05/2022		M		15,000	A	(1)	30,764 <sup>(2)</sup>	D	
Common Stock	07/06/2022		S		4,421 <sup>(3)</sup>	D	\$1.52 <sup>(4)</sup>	26,343	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		Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(1)	07/05/2022		M		15,000	(5)	(1)	Common Stock	15,000	(1)	0	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- Includes 4638 shares acquired under the Issuer's Employee Stock Purchase Plan on June 30, 2022.
- Represents shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of the restricted stock units and does not represent discretionary trades by the Reporting Person.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$1.49 to \$1.56. 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 restricted stock units will vest as to 50% on February 14, 2022 and 50% on July 4, 2022.

/s/ James P. Abely, Attorney-in-Fact for Carl P. LeBel 07/07/2022

\*\* 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.