

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>SMITH J. JEFFERSON</u> (Last) (First) (Middle) C/O PRECISION BIOSCIENCES, INC. 302 E. PETTIGREW STREET, SUITE A-100 (Street) DURHAM NC 27701 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>PRECISION BIOSCIENCES INC [ DTL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Research Officer</b>					
3. Date of Earliest Transaction (Month/Day/Year) 01/20/2024			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								
4. If Amendment, Date of Original Filed (Month/Day/Year)						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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/20/2024		M		75,015 <sup>(1)</sup>	A	(2)	2,015,269	D	
Common Stock	01/23/2024		S <sup>(3)</sup>		28,000	D	\$0.37 <sup>(4)</sup>	1,987,269	D	
Common Stock								237,959	I	By Charitable Remainder Unitrust

**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 Units	(2)	01/20/2024		M		75,015	(5)	(5)	Common Stock	75,015	\$0.00	149,985	D	

**Explanation of Responses:**

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs") on January 20, 2024.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock or, at the Issuer's option, an amount of cash equal to the fair market value of such share.
- The transaction was a sell-to-cover, with shares sold to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The reporting person did not sell or otherwise dispose of shares reported on this Form 4 for any reason other than to cover required taxes and fees.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.35495 to \$0.37790. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth in this footnote.
- On January 20, 2023 the Reporting Person was granted RSUs, which vest in three substantially equal annual installments beginning on January 20, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.

**Remarks:**

/s/ Dario Scimeca, Attorney-in-Fact for J. Jefferson Smith 01/23/2024

\*\* 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 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.