

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5

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) <u>C/O PRECISION BIOSCIENCES, INC.</u> <u>302 E. PETTIGREW STREET, SUITE A-100</u> (Street) <u>DURHAM NC 27701</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/01/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>PRECISION BIOSCIENCES INC [DTL]</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 Research 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	1,902,474	D	
Common Stock	237,959	I	By Charitable Remainder Unitrust

**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			
Employee Stock Option (Right to Buy)	(1)	03/23/2027	Common Stock	23,422	1.18	D	
Employee Stock Option (Right to Buy)	(2)	10/11/2028	Common Stock	46,845	11.98	D	
Employee Stock Option (Right to Buy)	(3)	08/20/2030	Common Stock	35,786	5.83	D	
Employee Stock Option (Right to Buy)	(4)	06/06/2031	Common Stock	25,118	11.34	D	
Restricted Stock Units	(5)	(5)	Common Stock	9,744	(6)	D	
Employee Stock Option (Right to Buy)	(7)	03/02/2032	Common Stock	74,197	4.08	D	
Restricted Stock Units	(8)	(8)	Common Stock	46,720	(6)	D	

Explanation of Responses:

- Stock options are fully vested as of the date of this report.
- The option vested as to 25% of the underlying shares on September 28, 2019 and thereafter in twelve substantially equal installments at the end of each three-month period over the 36 months following such date, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.
- The option vested as to 25% of the underlying shares on April 1, 2021 and thereafter in twelve substantially equal installments at the end of each three-month period over the 36 months following such date, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.
- The option vested as to 25% of the underlying shares on June 7, 2022 and thereafter in twelve substantially equal installments at the end of each three-month period over the 36 months following such date, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.
- The restricted stock units ("RSUs") vest in three substantially equal annual installments beginning on June 7, 2022, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.

6. The Reporting Person was granted RSUs, which each represents a contingent right to receive one share of the Company's Common Stock.
7. The option vests as to 25% of the underlying shares on March 3, 2023 and thereafter in twelve substantially equal installments at the end of each three-month period over the 36 months following such date, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.
8. The RSUs vest in three substantially equal annual installments beginning on March 3, 2023, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.

Remarks:

Exhibit List: Exhibit 24 Power of Attorney

/s/ Dario Scimeca,
Attorney-in-Fact for J. 09/09/2022
Jefferson Smith

** Signature of Reporting Date
Person

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
J. Jefferson Smith

With respect to holdings of and transactions in securities issued by Precision Biosciences, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act 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 United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate 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, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned 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 his or her discretion.

The undersigned hereby grants to each such 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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.

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 any 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 foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of September, 2022.

/s/ J. Jefferson Smith
J. Jefferson Smith

Schedule A

Individual Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

Dario Scimeca
Alex Kelly