

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* YAO TONY DUNG LING (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 PRECISION BIOSCIENCES INC [DTLI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019	
	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	04/01/2019		C		4,450	A	(1)	4,450	D	
Common Stock	04/01/2019		C		36,946	A	\$13.6	36,946	I	By ArrowMark Life Science Fund, LP ⁽²⁾
Common Stock	04/01/2019		C		114,570	A	(1)	151,516	I	By ArrowMark Life Science Fund, LP ⁽²⁾
Common Stock	04/01/2019		C		4,450	A	(1)	4,450	I	By THB Iron Rose, LLC Life Science Portfolio ⁽³⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(1)	04/01/2019		C		9,500	(1)	(1)	(1)	Common Stock	4,450	(1)	0	D	
Convertible Promissory Note	\$13.6	04/01/2019		C		\$502,466	(4)	(4)	(4)	Common Stock	36,946	(4)	0	I	By ArrowMark Life Science Fund, LP ⁽²⁾
Series B Preferred Stock	(1)	04/01/2019		C		244,572	(1)	(1)	(1)	Common Stock	114,570	(1)	0	I	By ArrowMark Life Science Fund, LP ⁽²⁾
Series B Preferred Stock	(1)	04/01/2019		C		9,500	(1)	(1)	(1)	Common Stock	4,450	(1)	0	I	By THB Iron Rose, LLC Life Science Portfolio ⁽³⁾

Explanation of Responses:

- The Series B Preferred Stock automatically converted into the common stock of Precision BioSciences, Inc. (the "Issuer") on a 2.134686-to-1 basis (after giving effect to the Issuer's previously completed reverse stock split) upon the closing of the Issuer's initial public offering (the "IPO").
- These securities are held of record by the ArrowMark Life Science Fund, LP (the "ArrowMark Fund"). ArrowMark Colorado Holdings LLC ("ArrowMark Colorado") is an investment advisor to the ArrowMark Fund. The reporting person is employed as a portfolio manager for ArrowMark Colorado and has direct voting and dispositive control over the shares held by the ArrowMark Fund. The reporting person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.
- These securities are held of record by the THB Iron Rose, LLC Life Science Portfolio (the "THB Fund"). ArrowMark Colorado is an investment advisor to the THB Fund. The reporting person is employed as a

portfolio manager for ArrowMark Colorado and has direct voting and dispositive control over the shares held by the THB Fund. The reporting person disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

4. On March 1, 2019, the ArrowMark Fund acquired a convertible promissory note in the principal amount of \$500,000 (the "2019 Note") from the Issuer. Effective upon the closing of the IPO on April 1, 2019, the 2019 Note, including accrued interest, converted into 36,946 shares of the Issuer's common stock at a price per share equal to \$13.60, which represented 85% of the price per share in the IPO.

Remarks:

/s/ Abid Ansari, Attorney-in-
Fact for Tony Dung-Ling Yao

04/02/2019

** 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.