

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Kelly John Alexander</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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2021	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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				
Employee Stock Option (Right to Buy)	\$11.34	06/07/2021		A		117,159		(1)	06/06/2031	Common Stock	117,159	\$0.00	117,159	D	
Restricted Stock Units	(2)	06/07/2021		A		68,181		(3)	(3)	Common Stock	68,181	\$0.00	68,181	D	
Employee Stock Option (Right to Buy)	\$11.34	06/07/2021		A		70,295		(4)	06/06/2031	Common Stock	70,295	\$0.00	70,295	D	
Restricted Stock Units	(2)	06/07/2021		A		40,908		(5)	(5)	Common Stock	40,908	\$0.00	40,908	D	

**Explanation of Responses:**

- The option vests as to 25% of the underlying shares on June 7, 2022 and thereafter in twelve equal installments at the end of each three-month period over the 36 months following such date. Any unvested options shall vest and become exercisable upon the Reporting Person's termination without cause or resignation due to good reason prior to June 7, 2022.
- The Reporting Person was granted restricted stock units ("RSUs"), which each represent a contingent right to receive one share of the Company's Common Stock.
- The RSUs shall vest in two substantially equal annual installments on the anniversary of the grant date of such RSUs, subject to the Reporting Person's continued service to the Company through the applicable vesting dates. Any unvested RSUs shall vest upon The Reporting Person's termination without cause or resignation for good reason prior to June 7, 2022.
- The option vests as to 25% of the underlying shares on June 7, 2022 and thereafter in twelve equal installments at the end of each three-month period over the 36 months following such date.
- The RSUs shall vest in three substantially equal annual installments on the anniversary of the grant date of such RSUs, subject to the Reporting Person's continued service to the Company through the applicable vesting dates.

**Remarks:**

/s/ Dario Scimeca, Attorney-in-Fact for John A. Kelly 06/09/2021

\*\* 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.