

CAMP4 THERAPEUTICS CORP

Reported by

POLARIS ENTREPRENEURS' FUND VII, L.P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/15/24 for the Period Ending 10/15/24

| | |
|-------------|-----------------------------------------------------------------------------|
| Address | ONE KENDALL SQUARE BUILDING 1400 WEST, 3RD FLOOR CAMBRIDGE, MA, 02139 |
| Telephone | 617-651-8867 |
| CIK | 0001736730 |
| Symbol | CAMP |
| Fiscal Year | 12/31 |

FORM 4

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

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.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

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
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| | | |
|-------------------------------------------|---------------------------------------------------|-------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| Polaris Management Co. VII, L.L.C. | Camp4 Therapeutics Corp [CAMP] | Director X 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | Officer (give title below) Other (specify below) |
| ONE MARINA PARK DRIVE, 8TH FLOOR, | 10/15/2024 | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| BOSTON, MA 02210 | | Form filed by One Reporting Person |
| (City) (State) (Zip) | | X Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 10/15/2024 | | C(1) | | 1,250,061 | A | (1) |
| Common Stock | 10/15/2024 | | C(1) | | 87,448 | A | (1) |
| Common Stock | 10/15/2024 | | C(4) | | 353,718 | A | (4) |
| Common Stock | 10/15/2024 | | C(4) | | 24,745 | A | (4) |
| Common Stock | 10/15/2024 | | P | | 909,090 | A | \$11 |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | 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 of Derivative Security: 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 A Prime Preferred Stock | (1) | 10/15/2024 | | C | | | 14,020,475 | (1) | (1) | Common Stock | 1,250,061 |
| Series A Prime Preferred Stock | (1) | 10/15/2024 | | C | | | 980,829 | (1) | (1) | Common Stock | 87,448 |
| Series B Preferred Stock | (4) | 10/15/2024 | | C | | | 3,967,234 | (4) | (4) | Common Stock | 353,718 |
| Series B Preferred Stock | (4) | 10/15/2024 | | C | | | 277,536 | (4) | (4) | Common Stock | 24,745 |

Explanation of Responses:

- (1) On October 15, 2024, the shares of Series A Prime Convertible Preferred Stock automatically converted into shares of Common Stock on a 11.2158-for-one basis without payment of further consideration upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- (2) The reported securities are owned directly by Polaris Partners VII, L.P. ("PP VII"). Polaris Management Co. VII, L.L.C. ("PMC VII") is the general partner of

PP VII. Each of David Barrett, Brian Chee, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren (collectively, the "PMC VII Managing Members") are the managing members of PMC VII. Each of PMC VII and the PMC VII Managing Members in their respective capacities with respect to PMC VII, may be deemed to have shared voting, investment and dispositive power with respect to the securities held by PP VII. Each of PMC VII and the PMC VII Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of the PMC VII Managing Members or PMC VII is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

- (3) The reported securities are owned directly by Polaris Entrepreneurs' Fund VII, L.P. ("PEF VII"). PMC VII is the general partner of PEF VII. Each of PMC VII and the PMC VII Managing Members in their respective capacities with respect to PMC VII, may be deemed to have shared voting, investment and dispositive power with respect to the securities held by PEF VII. Each of PMC VII and the PMC VII Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of the PMC VII Managing Members or PMC VII is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (4) On October 15, 2024, the shares of Series B Preferred Stock automatically converted into shares of Common Stock on a 11.2158-for-one basis without payment of further consideration upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- (5) The reported securities are owned directly by Polaris Partners X, L.P. ("PP X"). Polaris Partners GP X, L.L.C. ("PPGP X") is the general partner of PP X. Each of Amy Schulman and Brian Chee are the managing members of PPGP X (the "PPGP X Managing Members"). Amir Nashat ("Mr. Nashat"), a member of the Issuer's board of directors, is an interest holder of PPGP X. Each of PPGP X, the PPGP X Managing Members and Mr. Nashat, in their respective capacities with respect to PPGP X, may be deemed to have shared voting, investment and dispositive power with respect to the securities held by PP X. Each of PPGP X, the PPGP X Managing Members and Mr. Nashat disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of the PPGP X Managing Members, Mr. Nashat or PPGP X is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

PP X's purchase of the Issuer's common stock was also reported on a Form 3 filed by PPGP X, PP X, and the PPGP X Managing Members on the date hereof. Brian Chee is a managing member of PPGP X and in his capacity as such would be considered a reporting person. Mr. Chee is not listed as a reporting person herein because he does not have codes for the EDGAR system at this time.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Polaris Management Co. VII, L.L.C. ONE MARINA PARK DRIVE, 8TH FLOOR BOSTON, MA 02210 | | X | | |
| Polaris Partners VII, L.P. ONE MARINA PARK DRIVE, 8TH FLOOR BOSTON, MA 02210 | | X | | |
| Polaris Entrepreneurs' Fund VII, L.P. ONE MARINA PARK DRIVE 8TH FLOOR BOSTON, MA 02210 | | X | | |
| Polaris Partners X, L.P. ONE MARINA PARK DRIVE, 8TH FLOOR BOSTON, MA 02210 | | X | | |
| Polaris Partners GP X, L.L.C. ONE MARINA PARK DRIVE, 8TH FLOOR BOSTON, MA 02210 | | X | | |
| SCHULMAN AMY W ONE MARINA PARK DRIVE, 8TH FLOOR BOSTON, MA 02210 | | X | | |

Signatures

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Lauren Crockett, as attorney-in-fact for Polaris Management Co. VII, L.L.C., general partner of Polaris Partners VII, L.P. | 10/15/2024 |
| --Signature of Reporting Person | Date |
| /s/ Lauren Crockett, as attorney-in-fact for Polaris Management Co. VII, L.L.C. | 10/15/2024 |
| --Signature of Reporting Person | Date |
| /s/ Lauren Crockett, as attorney-in-fact for Polaris Management Co. VII, L.L.C., general partner of Polaris Entrepreneurs' Fund VII, L.P. | 10/15/2024 |
| --Signature of Reporting Person | Date |
| /s/ Lauren Crockett, as general counsel of Polaris Partners GP X, L.L.C., general partner of Polaris Partners X, L.P. | 10/15/2024 |
| --Signature of Reporting Person | Date |
| /s/ Lauren Crockett, as general counsel of Polaris Partners GP X, L.L.C. | 10/15/2024 |
| --Signature of Reporting Person | Date |
| /s/ Lauren Crockett, as attorney-in-fact for Brian Chee | 10/15/2024 |

/s/ Lauren Crockett, as attorney-in-fact for Amy Schulman

10/15/2024

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 control number.