SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person* 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Carisma Therapeutics Inc. [CARM] Klichinsky Michael Director 10% Owner Officer (give title Other (specify X 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 06/06/2023 **Chief Scientific Officer** 3675 MARKET STREET, SUITE 200 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person PHILADELPHIA PA 19104 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication 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 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction Date 2A. Deemed 5. Amount of 6. Ownership 7. Nature 1. Title of Security (Instr. 3) Execution Date Transaction Securities Form: Direct of Indirect if any (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect Beneficial (Month/Day/Year) 8) (I) (Instr. 4) Owned Following Ownership (Instr. 4) Reported (A) or (D) Transaction(s) Code v Amount Price (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. 2. Conversion Execution Date Transaction Derivative Derivative Date Derivative Expiration Date of Securities derivative Ownership of Indirect if any (Month/Day/Year) Underlying Derivative Security (Instr. 3 and 4) Security (Instr. 3) Code (Instr. 8) Security (Instr. 5) or Exercise (Month/Dav/Year Securities (Month/Day/Year) Securities Form: Beneficial Price of Beneficially Direct (D) Ownership (Instr. 4) Acquired (A Derivative or Indirect or Disposed Owned Following Reported Transaction(s) Security of (D) (Instr. 3, 4 and 5) (I) (Instr. 4) Amount (Instr. 4) Expiration Date Number Date Exercisable v (D) (A) Title Code of Shares Stock Option Commo \$7.25 06/06/2023 A 238,000 (1) 06/06/2033 238,000 \$0.00 238,000 D (Right to Stock Buy)

Explanation of Responses:

1. The shares underlying this option vest over four years, with 25% of the shares vesting on June 6, 2024 and the remaining shares vesting over the next three years thereafter in equal monthly installments, subject to continued service to Carisma Therapeutics Inc. through the applicable vesting date.

> /s/ Richard Morris, as Attorney-06/08/2023

in-Fact for Michael Klichinsky

** 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.

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