FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response	: 0.5							

Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	4 hours per response: 0.5				
	or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person [*] <u>Ryu Elly</u>	2. Issuer Name and Ticker or Trading Symbol <u>Sesen Bio, Inc.</u> [SESN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Cofficer (give title Other (specify				
(Last) (First) (Middle) C/O SESEN BIO, INC. 245 FIRST STREET, SUITE 1800	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2023	A below) below) Principal Accounting Officer				
(Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(1130. 4)
Common Stock	03/02/2023		S ⁽¹⁾		17,289	D	\$0.587 ⁽²⁾	148,624	D	

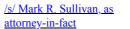
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numbe		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				

Explanation of Responses:

1. The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of shares of common stock pursuant to a restricted stock unit award granted on February 18, 2022, which vested in connection the approval by Issuer's shareholders of the reverse merger transaction between the Issuer and Carisma Therapeutics, Inc. The sale is mandated by the Issuer's election to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.

2. The Reporting Person hereby undertakes to provide, upon request, to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at the price set forth above

Remarks:



** Signature of Reporting Person Date

03/06/2023

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.