

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Atlas Venture Fund X, L.P.</u> <hr/> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/25/2024	3. Issuer Name and Ticker or Trading Symbol <u>Q32 Bio Inc. [QTTB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	864,261	D ⁽¹⁾	
Common Stock	503,296	I	By Atlas Venture Opportunity Fund I, L.P. ⁽²⁾
Common Stock	724,549	I	By Atlas Venture Opportunity Fund II, L.P. ⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Atlas Venture Fund X, L.P.</u> <hr/> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>ATLAS VENTURE ASSOCIATES X, L.P.</u> <hr/> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates X, LLC](#)

(Last) (First) (Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Opportunity Fund I, L.P.](#)

(Last) (First) (Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates Opportunity I, L.P.](#)

(Last) (First) (Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates Opportunity I, LLC](#)

(Last) (First) (Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Opportunity Fund II, L.P.](#)

(Last) (First) (Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates Opportunity II, LP](#)

(Last)	(First)	(Middle)
300 TECHNOLOGY SQUARE, 8TH FLOOR		
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(Street)		
CAMBRIDGE	MA	02139
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Atlas Venture Associates Opportunity II, LLC		
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(Last)	(First)	(Middle)
300 TECHNOLOGY SQUARE, 8TH FLOOR		
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(Street)		
CAMBRIDGE	MA	02139
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- Shares held by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X"). The general partner of Atlas Venture Fund X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. Each of AVA X LP and AVA X LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that it is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose.
- Shares held by Atlas Venture Opportunity Fund I, L.P. ("AVOF I"). Atlas Venture Associates Opportunity I, L.P. ("AVAO LP") is the general partner of AVOF I. Atlas Venture Associates Opportunity I, LLC ("AVAO LLC") is the general partner of AVAO LP. Each of AVAO LP and AVAO LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that it is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose.
- The shares are owned directly by Atlas Venture Opportunity Fund II, L.P. ("AVOF II"). Atlas Venture Associates Opportunity II, L.P. ("AVAO II LP") is the general partner of AVOF II. Atlas Venture Associates Opportunity II, LLC ("AVAO II LLC") is the general partner of AVAO II LP. Each of AVAO II LP and AVAO II LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that it is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose.

[Atlas Venture Fund X, L.P., By: Atlas Venture Associates X, L.P., its general partner, by Atlas Venture Associates X, LLC, its general partner, By: /s/ Ommer Chohan, Chief Financial Officer](#) [03/27/2024](#)

[Atlas Venture Associates X, L.P., by Atlas Venture Associates X, LLC, its general partner, By: /s/ Ommer Chohan, Chief Financial Officer](#) [03/27/2024](#)

[Atlas Venture Associates X, LLC, By: /s/ Ommer Chohan, Chief Financial Officer](#) [03/27/2024](#)

[Atlas Venture Opportunity Fund I, L.P., By: Atlas Venture Associates Opportunity I, L.P., its General Partner, By: Atlas Venture Associates Opportunity I, LLC, its General Partner, By: /s/ Ommer Chohan, Chief Financial Officer](#) [03/27/2024](#)

[Atlas Venture Associates Opportunity I, L.P., By: Atlas Venture Associates Opportunity I, LLC, its General Partner, By: /s/ Ommer Chohan, Chief Financial Officer](#) [03/27/2024](#)

Atlas Venture Associates 03/27/2024

Opportunity I, LLC, By:
/s/ Ommer Chohan, Chief
Financial Officer

Atlas Venture Opportunity
Fund II, L.P., By: Atlas
Venture Associates

Opportunity II, L.P., its
General Partner, By: Atlas 03/27/2024
Venture Associates

Opportunity II, LLC, its
General Partner, By: /s/
Ommer Chohan, Chief
Financial Officer

Atlas Venture Associates
Opportunity II, L.P., By:
Atlas Venture Associates

Opportunity II, LLC, its 03/27/2024
General Partner, By: /s/
Ommer Chohan, Chief

Financial Officer

Atlas Venture Associates
Opportunity II, LLC, By:
/s/ Ommer Chohan, Chief 03/27/2024
Financial Officer

** 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 5 (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.