

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

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>Arkowitz David</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Seres Therapeutics, Inc. [MCRB]</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) _____ <u>Chief Financial Officer</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2024</u> | | | | | |
| <u>C/O SERES THERAPEUTICS, INC.</u> | | | | | | | | |
| <u>101 CAMBRIDGE PARK DRIVE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____ | | |
| (Street) | | | | | | | | |
| <u>CAMBRIDGE</u> | <u>MA</u> | <u>02140</u> | | | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> 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

| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/15/2024 | | M | | 10,625 | A | (1) | 186,381 | D | |
| Common Stock | 02/16/2024 | | S(2) | | 3,939 | D | \$1.08(3) | 182,442 | 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. 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 | | | | |
| Stock Option (Right to Buy) | \$1.1 | 02/14/2024 | | A | | 213,750 | | (4) | 02/13/2034 | Common Stock | 213,750 | \$0 | 213,750 | D | |
| Stock Option (Right to Buy) | \$1.1 | 02/14/2024 | | A | | 287,905 | | (5) | 02/13/2034 | Common Stock | 287,905 | \$0.00 | 287,905 | D | |
| Restricted Stock Units | (1) | 02/14/2024 | | A | | 35,625 | | (6) | (6) | Common Stock | 35,625 | \$0.00 | 35,625 | D | |
| Restricted Stock Units | (1) | 02/15/2024 | | M | | | 10,625 | (7) | (7) | Common Stock | 10,625 | \$0.00 | 31,875 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 instruction adopted by the reporting person on March 2, 2023, solely with the intent to cover taxes in connection with the vesting of the restricted stock units.
- The price reported in column 4 is a weighted average of the price. These shares were sold in multiple transactions at prices ranging from \$1.08 to \$1.115, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option will vest as to 25% of the shares on February 14, 2025. The remainder of the shares will vest in 12 equal quarterly installments thereafter.
- The option will vest, if at all, in two substantially equal installments upon achievement of a 30-day trailing average public market closing price per share of the Issuer's common stock greater than or equal to \$3.00 and \$5.00, respectively.
- The restricted stock units will vest and settle as to 25% of the restricted stock units on February 15, 2025. The remainder of the restricted stock units will vest and settle in 12 equal quarterly installments thereafter. The restricted stock units have no expiration date.
- The restricted stock units vested and settled as to 25% of the restricted stock units on February 15, 2024. The remainder of the restricted stock units will vest and settle in 12 equal quarterly installments thereafter. The restricted stock units have no expiration date.

/s/ Thomas J. DesRosier,
attorney-in-fact for David
Arkowitz 02/16/2024

** 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.