

OMB APPROVAL	
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**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Henn Matthew R.</u>  (Last) (First) (Middle) C/O SERES THERAPEUTICS, INC. 101 CAMBRIDGE PARK DRIVE  (Street) CAMBRIDGE MA 02140  (City) (State) (Zip)	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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/27/2024		M <sup>(1)</sup>		12,622	A	\$0 <sup>(2)</sup>	79,869	D	
Common Stock	10/28/2024		S <sup>(3)</sup>		3,984	D	\$0.6901 <sup>(4)</sup>	75,885	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
Restricted Stock Units	(2)	10/27/2024		M			12,622	(1)	(2)	Common Stock	12,622	\$0	0	D	

**Explanation of Responses:**

- On February 3, 2023, the reporting person was granted an award of 25,245 restricted stock units ("RSUs"), which vest in the form of shares of the Issuer's common stock in two substantially equal installments upon the satisfaction of certain performance criteria. On April 27, 2023 (the "Initial Milestone Date"), the Issuer's Administrator determined that the performance criteria for the first installment were met, resulting in the vesting and settlement of the award as to 12,623 RSUs on October 27, 2023, the date that was six months from the Initial Milestone Date. The remaining 12,622 RSUs vested and settled on October 27, 2024, the date that was eighteen months from the Initial Milestone Date.
- Each RSU represents a contingent right to receive one share of Issuer common stock. The RSUs do not have an expiration date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 instruction adopted by the reporting person on April 13, 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 sale prices. These shares were sold in multiple transactions at prices ranging from \$0.69 to \$ 0.69605, 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.

**Remarks:**

Chief Scientific Officer and EVP

/s/ Thomas J. DesRosier,  
attorney-in-fact for Matthew R. Henn 10/29/2024

\*\* 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.**