

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>BAYER HEALTHCARE LLC</u> _____ (Last) (First) (Middle) 100 BAYER BOULEVARD _____ (Street) WHIPPANY NJ 07981 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2024	3. Issuer Name and Ticker or Trading Symbol <u>Metagenomi, Inc. [ MGX ]</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)
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**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			
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	1,770,888	(1)	D <sup>(2)</sup>	
Series A-4 Convertible Preferred Stock	(3)	(3)	Common Stock	1,180,592	(3)	D <sup>(2)</sup>	
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	589,662	(4)	D <sup>(2)</sup>	
Series B-1 Convertible Preferred Stock	(5)	(5)	Common Stock	509,855	(5)	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>BAYER HEALTHCARE LLC</u> _____ (Last) (First) (Middle) 100 BAYER BOULEVARD _____ (Street) WHIPPANY NJ 07981 _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bayer US Holding LP</u> _____ (Last) (First) (Middle) 100 BAYER BOULEVARD _____ (Street) WHIPPANY NJ 07981 _____ (City) (State) (Zip)
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Bayer World Investments B.V.</a>		
(Last)	(First)	(Middle)
SIRIUSDREEF 36		
(Street)		
HOOFDDORP P7 2132WT		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BAYER AKTIENGESELLSCHAFT</a>		
(Last)	(First)	(Middle)
BAYERWERK, GEBAEUDE W11 KAISER-WILHELM-ALLEE 1		
(Street)		
LEVERKUSEN 2M 51373		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Each share of Series A-1 Convertible Preferred Stock will automatically convert into shares of common stock upon the closing of the Issuer's Initial Public Offering ("IPO"). Each share of Series A-1 Convertible Preferred Stock has no expiration date.
- The securities reported are held directly by Bayer HealthCare LLC, a Delaware limited liability company, which is controlled by Bayer US Holding LP ("BUSH LP"), a Delaware limited partnership. Bayer World Investments B.V. ("BWI"), a Dutch private limited company, is the general partner of BUSH LP. BWI is an indirect, wholly owned subsidiary of Bayer Aktiengesellschaft, a publicly-held German stock corporation. Accordingly, Bayer Aktiengesellschaft may be deemed to be an indirect beneficial owner of the shares beneficially owned directly by Bayer HealthCare LLC.
- Each share of Series A-4 Convertible Preferred Stock will automatically convert into shares of common stock upon the closing of the Issuer's IPO. Each share of Series A-4 Convertible Preferred Stock has no expiration date.
- Each share of Series B Convertible Preferred Stock will automatically convert into shares of common stock upon the closing of the Issuer's IPO. Each share of Series B Convertible Preferred Stock has no expiration date.
- Each share of Series B-1 Convertible Preferred Stock will automatically convert into shares of common stock upon the closing of the Issuer's IPO. Each share of Series B-1 Convertible Preferred Stock has no expiration date.

[Bayer HealthCare LLC](#),  
By: [/s/ Priyal Patel](#), Name: [02/15/2024](#)  
[Priyal Patel](#), Title:  
[Treasurer](#)

[Bayer US Holding LP](#), By:  
/s/ [Priyal Patel](#), Name: [02/15/2024](#)  
[Priyal Patel](#), Title:  
[Treasurer](#)

[Bayer World Investments B.V.](#), By: [/s/ Kati Schnuerer](#), Name: [Kati 02/15/2024](#)  
[Schnuerer](#), Title:  
[Managing Director](#)

[Bayer Aktiengesellschaft](#),  
By: [/s/ Thomas Hoffman](#), Name: [Thomas Hoffman 02/15/2024](#),  
Title: [Head of Treasury](#)

\*\* 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.**