

OMB APPROVAL	
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>Bernales Sebastian</u> (Last) (First) (Middle) <u>C/O METAGENOMI, INC.</u> <u>5959 HORTON STREET, 7TH FLOOR</u> (Street) <u>EMERYVILLE CA 94608</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Metagenomi, Inc. [MGX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2024</u>	
	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 Stocke	02/13/2024		C		513,004	A	(1)	769,845	D	
Common Stock	02/13/2024		C		1,896,445	A	(1)	1,896,445	I	By Humboldt Fund I, LP ⁽²⁾
Common Stock								402,496	I	By Praxis Biotech LLC ⁽³⁾

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				
Series A-2 Preferred Stock	(1)	02/13/2024		C			353,005	(1)	(1)	Common Stock	202,074	\$0	0	D	
Series A-3 Preferred Stock	(1)	02/13/2024		C			119,699	(1)	(1)	Common Stock	68,520	\$0	0	D	
Series A-4 Preferred Stock	(1)	02/13/2024		C			423,469	(1)	(1)	Common Stock	242,410	\$0	0	D	
Series A-4 Preferred Stock	(1)	02/13/2024		C			2,062,387	(1)	(1)	Common Stock	1,180,592	\$0	0	I	By Humboldt Fund I, LP ⁽²⁾
Series B Preferred Stock	(1)	02/13/2024		C			1,143,905	(1)	(1)	Common Stock	654,816	\$0	0	I	By Humboldt Fund I, LP ⁽²⁾
Series B-1 Preferred Stock	(1)	02/13/2024		C			106,627	(1)	(1)	Common Stock	61,037	\$0	0	I	By Humboldt Fund I, LP ⁽²⁾

Explanation of Responses:

- Upon closing of the Issuer's initial public offering, each share of Series A-2 Preferred Stock, Series A-3 Preferred Stock, Series A-4 Preferred Stock, Series B Preferred Stock, and Series B-1 Preferred Stock (collectively, the "Preferred Stock") automatically converted on a one-for-one basis into shares of the Issuer's Common Stock (on an adjusted basis, after giving effect to the reverse stock split of the Common Stock at a ratio of 1 to 1.74692 effected by the Issuer on January 26, 2024). The Preferred Stock had no expiration date.
- Represents securities held directly by Humboldt Fund I, LP. Humboldt Fund I, LP is solely managed by Humboldt Capital, LLC, which is in turn managed by Sebastian Bernales, Francisco Dopazo and Benjamin Quiroga. Each of Mr. Bernales, Dopazo and Quiroga expressly disclaims beneficial ownership of the securities held by Humboldt Fund I, LP, except to the extent of his pecuniary interest in such securities.
- Represents securities held directly by Praxis Biotech LLC. The Reporting Person disclaims Section 16 beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or any other purpose.

/s/ Matthew L. Wein, attorney-in-fact 02/14/2024

** 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.

