

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).

1. Name and Address of Reporting Person* BAYER HEALTHCARE LLC (Last) (First) (Middle) 100 BAYER BOULEVARD (Street) WHIPPANY NJ 07981 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Metagenomi, Inc. [MGX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2024		
	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 <input type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input 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	02/13/2024		C		1,770,888	A	(1)	1,770,888	D ⁽²⁾	
Common Stock	02/13/2024		C		1,180,592	A	(3)	2,951,480	D ⁽²⁾	
Common Stock	02/13/2024		C		589,662	A	(4)	3,541,142	D ⁽²⁾	
Common Stock	02/13/2024		C		509,855	A	(5)	4,050,997	D ⁽²⁾	

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-1 Convertible Preferred Stock	(1)	02/13/2024		C			3,093,580	(1)	(1)	Common Stock	1,770,888	\$0	0	D ⁽²⁾	
Series A-4 Convertible Preferred Stock	(3)	02/13/2024		C			2,062,387	(3)	(3)	Common Stock	1,180,592	\$0	0	D ⁽²⁾	
Series B Convertible Preferred Stock	(4)	02/13/2024		C			1,030,086	(4)	(4)	Common Stock	589,662	\$0	0	D ⁽²⁾	
Series B-1 Convertible Preferred Stock	(5)	02/13/2024		C			890,671	(5)	(5)	Common Stock	509,855	\$0	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
BAYER HEALTHCARE LLC
 (Last) (First) (Middle)
100 BAYER BOULEVARD
 (Street)
WHIPPANY NJ 07981
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bayer US Holding LP
 (Last) (First) (Middle)
100 BAYER BOULEVARD
 (Street)
WHIPPANY NJ 07981
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Bayer World Investments B.V.		
(Last)	(First)	(Middle)
SIRIUSDREEF 36		
(Street)		
HOOFDDORP	P7	2132WT
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
BAYER AKTIENGESELLSCHAFT		
(Last)	(First)	(Middle)
BAYERWERK, GEBAEUDE W11 KAISER-WILHELM-ALLEE 1		
(Street)		
LEVERKUSEN	2M	51373
(City)	(State)	(Zip)

Explanation of Responses:

1. Each share of Series A-1 Convertible Preferred Stock automatically converted into shares of the Issuer's common stock upon the closing of the Issuer's Initial Public Offering ("IPO").
2. 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.
3. Each share of Series A-4 Convertible Preferred Stock automatically converted into shares of the Issuer's common stock upon the closing of the Issuer's IPO.
4. Each share of Series B Convertible Preferred Stock automatically converted into shares of the Issuer's common stock upon the closing of the Issuer's IPO.
5. Each share of Series B-1 Convertible Preferred Stock automatically converted into shares of the Issuer's common stock upon the closing of the Issuer's IPO.

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

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

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

[Bayer Aktiengesellschaft, By: /s/
Thomas Hoffmann, Name: 02/15/2024
Thomas Hoffmann, 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 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.