

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Singer Michael</u> (Last) (First) (Middle) C/O CARTESIAN THERAPEUTICS, INC. 704 QUINCE ORCHARD ROAD (Street) GAITHERSBURG MD 20878 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cartesian Therapeutics, Inc. [RNAC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		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	01/02/2024		A ⁽¹⁾		178,000	A	\$0	288,123	D	
Common Stock								197,663	I	by trust ⁽²⁾
Common Stock								49,555	I	as custodian ⁽³⁾
Common Stock								49,555	I	as custodian ⁽⁴⁾
Common Stock								3,670	I	by trust ⁽⁵⁾
Common Stock								29,212	I	by trust ⁽⁶⁾
Common Stock								7,616	I	by spouse ⁽⁷⁾

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					
Stock Option (Right to Buy)	\$0.6552	01/02/2024		A		228,000		(8)	01/01/2034	Common Stock 228,000	\$0	228,000	D	
Series A Convertible Preferred Stock	(9)	12/22/2023		G ⁽¹⁰⁾		3,000		(9)	(9)	Common Stock 3,000,000	\$0	3,304,559	D	
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 6,304,559		6,304,559	I	by trust ⁽²⁾
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 11,316,263		11,316,263	I	by trust ⁽⁶⁾
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 1,672,389		1,672,389	I	by trust ⁽⁶⁾
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 210,152		210,152	I	by trust ⁽⁵⁾
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 2,837,052		2,837,052	I	as custodian ⁽³⁾
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 2,837,052		2,837,052	I	as custodian ⁽⁴⁾
Series A Convertible Preferred Stock	(9)							(9)	(9)	Common Stock 436,066		436,066	I	by spouse ⁽⁷⁾

Explanation of Responses:

- Each Restricted Stock Unit represents a contingent right to receive one share of common stock, which will vest in three equal annual installments so that the underlying shares will be fully vested on January 2, 2027.
- Shares are held in a trust for the benefit of the reporting person's spouse and children. The reporting person's spouse is a trustee of the trust.
- The shares are held for LS, the child of the reporting person, through a custodial account established pursuant to the Uniform Transfer to Minors Act ("UTMA") for which the reporting person serves as custodian.
- The shares are held for SS, the child of the reporting person, through a custodial account established pursuant to the UTMA for which the reporting person serves as custodian.
- Shares are held in a trust for which the reporting person is a beneficiary. The reporting person's spouse is a trustee of the trust.
- Shares are held in a trust for which the reporting person is a beneficiary. The reporting person is a trustee of the trust.
- Shares are held by the reporting person's spouse.
- This award will vest in 36 equal monthly installments, so that it shall be fully vested on the third anniversary of the date of grant.
- Following the approval by the Stockholders of the conversion of the Series A Non-Voting Convertible Preferred Stock of the Company ("Series A Preferred Stock") into shares of common stock of the Company ("Common Stock"), each share of Series A Preferred Stock will be convertible into 1,000 shares of Common Stock, subject to certain limitations, including that a holder of Series A Preferred Stock is prohibited from converting shares of Series A Preferred Stock into shares of Common Stock if, as a result of such conversion, such holder, together with its affiliates, would beneficially own more than 19.9% of the total number of shares of Common Stock issued and outstanding immediately after giving effect to such conversion.
- Bona fide gift to Yale University.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Matthew Bartholomae, Attorney-in-Fact for Michael Singer 01/04/2024

** 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.

**LIMITED POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Matthew Bartholomae, Mark A. Edlund and Erber Hernandez, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID Application and/or Passphrase Update Application or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;

(2) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion;

(3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Cartesian Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the SEC and any stock exchange or similar authority; and

(5) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are

not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature page follows.]

[Signature Page to Power of Attorney]

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 3rd day of January, 2024.

/s/ Michael Singer
Michael Singer

[Signature Page to Power of Attorney]
