

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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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

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|---|---|---|--|
| 1. Name and Address of Reporting Person* <u>RA CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2022 | 3. Issuer Name and Ticker or Trading Symbol <u>PepGen Inc.</u> [<u>PEPG</u>] | |
| | | 4. 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) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 05/05/2022 |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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-2 Preferred Stock | (1) | (1) | Common Stock | 2,160,846 ⁽²⁾⁽⁴⁾ | (1) | I | See footnotes ⁽²⁾⁽⁴⁾⁽⁵⁾ |
| Series A-2 Preferred Stock | (1) | (1) | Common Stock | 417,973 ⁽³⁾⁽⁴⁾ | (1) | I | See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾ |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>RA CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip) | | |
|---|--|--|

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>RA Capital Healthcare Fund LP</u> (Last) (First) (Middle) C/O RA CAPITAL MANAGEMENT L.P. 200 BERKELEY STREET, 18TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip) | | |
|---|--|--|

1. Name and Address of Reporting Person *
[RA Capital Nexus Fund II, L.P.](#)

(Last) (First) (Middle)
[C/O RA CAPITAL MANAGEMENT L.P](#)
[200 BERKELEY STREET, 18TH FLOOR](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[Kolchinsky Peter](#)

(Last) (First) (Middle)
[C/O RA CAPITAL MANAGEMENT L.P](#)
[200 BERKELEY STREET, 18TH FLOOR](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *
[Shah Rajeev M.](#)

(Last) (First) (Middle)
[C/O RA CAPITAL MANAGEMENT L.P](#)
[200 BERKELEY STREET, 18TH FLOOR](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

Explanation of Responses:

1. The Issuer effected a 1.018-for-1 reverse stock split of its Common Stock on April 29, 2022 ("Reverse Split"). After giving effect to the Reverse Split, the shares of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock are convertible, at any time, at the holder's election, into shares of the Issuer's common stock at a ratio of 1.018-for-1. In addition, effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock will automatically convert into shares of the Issuer's common stock at a ratio of 1.018-for-1. The Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock have no expiration date.
2. These securities are held directly by RA Capital Healthcare Fund, L.P. (the "Fund").
3. These securities are held directly by RA Capital Nexus Fund II, L.P. ("Nexus Fund II").
4. This amendment to Form 3 is being filed to correct the original Form 3 filed on May 5, 2022, which inadvertently reported the number of shares of common stock underlying the shares of Series A-2 Preferred Stock held by the Fund as 2,160,845 rather than 2,160,846 and inadvertently reported the number of shares of common stock underlying the shares of Series A-2 Preferred Stock held by the Nexus Fund II as 417,972 rather than 417,973.
5. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund and the Nexus Fund II. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.

Remarks:

Dr. Joshua Resnick, a Managing Director of the Adviser, serves on the Issuer's board of directors.

[/s/ Peter Kolchinsky,](#)
[Manager of RA Capital](#) [05/12/2022](#)
[Management, L.P.](#)

[/s/ Peter Kolchinsky,](#)
[Manager of RA Capital](#)
[Healthcare Fund GP, LLC](#) [05/12/2022](#)
[the General Partner of RA](#)
[Capital Healthcare Fund,](#)
[L.P.](#)

[/s/ Peter Kolchinsky,](#)
[Manager of RA Capital](#)
[Nexus Fund II GP, LLC](#) [05/12/2022](#)
[the General Partner of RA](#)
[Capital Nexus Fund II,](#)
[L.P.](#)

/s/ Peter Kolchinsky,
individually

05/12/2022

/s/ Rajeev Shah,
individually

05/12/2022

** 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.