

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>PureTech Health plc</u>  (Last) (First) (Middle) 6 TIDE STREET, SUITE 400  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GELESIS HOLDINGS, INC. [ NYSE: GLS ]</u>	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) 05/01/2023		
	4. 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	
	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			

**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				
Convertible Note <sup>(1)</sup>	\$0.2744	05/01/2023		P		5,000,000		05/01/2023	07/31/2023	Common Stock	18,634,597 <sup>(2)</sup>	\$5,000,000	5,000,000	I	By PureTech Health LLC
Convertible Note	\$0.0182	05/01/2023		P		2,000,000		05/01/2023	07/31/2023	Common Stock	109,890,110 <sup>(2)</sup>	\$2,000,000	2,000,000	I	By PureTech Health LLC
Warrants <sup>(1)</sup>	\$0.2744	05/01/2023		P		23,688,047		05/01/2023	02/21/2028	Common Stock	23,688,047	<sup>(3)</sup>	23,688,047	I	By PureTech Health LLC
Warrants	\$0.0182	05/01/2023		P		192,307,692		05/01/2023	05/01/2028	Common Stock	192,307,692	<sup>(3)</sup>	192,307,692	I	By PureTech Health LLC

1. Name and Address of Reporting Person\*  
PureTech Health plc  
 (Last) (First) (Middle)  
 6 TIDE STREET, SUITE 400  
 (Street)  
 BOSTON MA 02210  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
PureTech Health LLC  
 (Last) (First) (Middle)  
 6 TIDE STREET, SUITE 400  
 (Street)  
 BOSTON MA 02210  
 (City) (State) (Zip)

**Explanation of Responses:**

- Pursuant to a Note and Warrant Purchase Agreement, on February 21, 2023, the Issuer issued to PureTechHealth LLC convertible notes in an aggregate principal amount of \$5,000,000 as well as warrants to purchase 23,688,047 shares of common stock. At the time of issuance, both the conversion of the convertible notes and exercise of the warrants was subject to the Issuer first receiving stockholder approval for the issuance of the underlying shares of common stock. On May 1, 2023, the Issuer and the Reporting Persons amended the terms of the convertible notes and warrants to remove this restriction on conversion and exercise, respectively.
- The number of shares underlying the convertible notes reported herein is based on the outstanding principal amount plus accrued and unpaid interest as of April 30, 2023, and such number is subject to adjustment in accordance with the terms of the convertible notes.
- The warrants were issued in connection with the purchase of the convertible note purchases reported herein

**Remarks:**

PURETECH HEALTH PLC By: 05/03/2023  
/s/ Bharatt Chowrira, Name:

[Bharatt Chowrira, Title: President,  
Chief Business, Financial and  
Operating Officer](#)  
[PURETECH HEALTH LLC, By:  
/s/ Bharatt Chowrira, Name:  
Bharatt Chowrira, Title: President, 05/03/2023  
Chief Business, Financial and  
Operating Officer](#)

\*\* 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.**