

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>Northpond Ventures GP, LLC</u> (Last) (First) (Middle) <u>C/O NORTHPOND VENTURES LLC</u> <u>7500 OLD GEORGETOWN ROAD, SUITE 800</u> (Street) <u>BETHESDA MD 20814</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Telesis Bio Inc. [TBIO]</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>06/05/2023</u>	
	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				
Redeemable Convertible Preferred Stock	\$2.3633 ⁽¹⁾ (2)	06/05/2023		A		80,000		06/05/2023	(1)(2)	Common Stock	3,385,097 ⁽¹⁾ (2)	\$100	3,385,097 ⁽¹⁾⁽²⁾	I	See Footnote ⁽³⁾
Long-Term Warrants	\$2.5996 ⁽⁴⁾	06/05/2023		A		3,385,097 ⁽⁴⁾		06/05/2023	06/05/2030	Common Stock	3,385,097 ⁽⁴⁾	\$0 ⁽⁶⁾	3,385,097 ⁽⁴⁾	I	See Footnote ⁽³⁾
Short-Term Warrants	\$2.5996 ⁽⁵⁾	06/05/2023		A		1,692,549 ⁽⁵⁾		06/05/2023	06/05/2025	Common Stock	1,692,549 ⁽⁵⁾	\$0 ⁽⁶⁾	1,692,549 ⁽⁴⁾	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*
Northpond Ventures GP, LLC

(Last) (First) (Middle)
C/O NORTHPOND VENTURES LLC
7500 OLD GEORGETOWN ROAD, SUITE 800

(Street)
BETHESDA MD 20814

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Northpond Ventures, LP

(Last) (First) (Middle)
C/O NORTHPOND VENTURES LLC
7500 OLD GEORGETOWN ROAD, SUITE 800

(Street)
BETHESDA MD 20814

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Rubin Michael P.

(Last) (First) (Middle)
C/O NORTHPOND VENTURES LLC
7500 OLD GEORGETOWN ROAD, SUITE 800

(Street)
BETHESDA MD 20814

(City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. The number of shares of common stock, par value \$0.0001 per share, of the Issuer ("Common Stock") deliverable upon conversion of each share of redeemable convertible preferred stock, par value \$0.0001 per share, of the Issuer (the "Preferred Stock") is calculated for purposes of this Form 4 by dividing the "Accrued Value" of all Preferred Stock acquired by Northpond Ventures, LP ("NPV I") as reported in this Form 4 (which aggregate Accrued Value is currently \$8.0 million) by a Conversion Price per share of Preferred Stock of \$2.3633 (which is the Conversion Price per share currently in effect for the Preferred Stock).
2. (continued from Footnote 1) The Accrued Value is subject to increase from time to time for accrued and unpaid dividends on the Preferred Stock, and the Conversion Price is subject to customary antidilution adjustments, and each is further defined and described in the Certificate of Designation of the Preferred Stock that the Issuer filed with the Secretary of State of the State of Delaware on June 1, 2023. The Preferred Stock is convertible into Common Stock at any time at the election of NPV I and is redeemable at any time after June 5, 2030 at the election of either NPV I or the Issuer. The Preferred Stock has no expiration date.
3. NPV I acquired the Preferred Stock and each of the Warrants (defined below) pursuant to the redeemable convertible preferred stock and warrant purchase agreement, dated as of May 31, 2023, by and among NPV I, the Issuer and the other investors party thereto (the "Purchase Agreement"), and NPV I holds the Preferred Stock and the Warrants directly. Each of Northpond Ventures GP, LLC ("NPV I GP"), the general partner of NPV I, and Michael P. Rubin, the managing member of NPV I GP, may be deemed to be the beneficial owner of the Preferred Stock and the Warrants held by NPV I, as a result of such relationships. Each of the reporting persons disclaims beneficial ownership of the Preferred Stock and the Warrants held by NPV I, except to the extent of its or his respective pecuniary interest therein.
4. The number of shares of Common Stock underlying this warrant and the exercise price are subject to customary adjustments in the event of any stock split, stock dividend and/or certain other events involving the Issuer.
5. The number of shares of Common Stock underlying this warrant (together with the warrant described in footnote 3, the "Warrants") and the exercise price are subject to customary adjustments in the event of any stock split, stock dividend and/or certain other events involving the Issuer.
6. NPV I paid no additional purchase-price consideration to acquire the Warrants pursuant to the Purchase Agreement, as all purchase-price consideration thereunder was attributable to the Preferred Stock.

Remarks:

Andrea Jackson, a Partner at Northpond Ventures, serves on the Issuer's board of directors (the "Board") as a representative of the Reporting Persons. By virtue of her representation on the Board, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Persons are deemed to be directors of the Issuer by deputization.

Northpond Ventures GP, LLC,
By: /s/ Patrick Smerkers, Chief 06/07/2023
Financial Officer, Partner
Northpond Ventures, LP, By:
Northpond Ventures GP, LLC, its
general partner, By: /s/ Patrick 06/07/2023
Smerkers, Chief Financial
Officer, Partner
/s/ Michael P. Rubin 06/07/2023
** 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.