

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* <u>Nelson Todd Robert</u> (Last) (First) (Middle) C/O TELESIS BIO INC. 10431 WATERIDGE CIRCLE, SUITE 150 (Street) SAN DIEGO CA 92121 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)		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				
Redeemable Convertible Preferred Stock	\$2.3633	06/05/2023		A		06/05/2023	(1)	Common Stock	(2)	(3)	25,000	I	See footnote(4)
Short-Term Warrant	\$2.5996	06/05/2023		A		06/05/2023	06/05/2025	Common Stock	528,922(5)	(3)	528,922	I	See footnote(4)
Long-Term Warrant	\$2.5996	06/05/2023		A		06/05/2023	06/05/2030	Common Stock	1,057,843(5)	(3)	1,057,843	I	See footnote(4)

Explanation of Responses:

- The Redeemable Convertible Preferred Stock, par value \$0.0001 per share, (the "Preferred Stock") has no expiration date.
- Pursuant to the Certificate of Designation contemplated by the Redeemable Convertible Preferred Stock and Warrant Purchase Agreement dated as of May 31, 2023 (the "Purchase Agreement") (the "Certificate of Designation"), each share of Preferred Stock may be converted at any time into Common Stock as is determined by dividing (i) the sum of the Accrued Value (as defined in the Certificate of Designation) plus an amount equal to all accrued or declared and unpaid dividends on the Preferred Stock that have not previously been added to the Accrued Value by (ii) the Conversion Price in effect at the time of conversion. The "Conversion Price" shall initially be equal to \$2.3633 per share. The rate at which shares of Preferred Stock may be converted into shares of Common Stock shall be subject to adjustment pursuant to the Certificate of Designation. Each share of Preferred Stock is initially convertible into approximately 42.3 shares of Common Stock.
- The Preferred Stock was sold in fixed combinations with the warrants, with M-185 Corporation ("M-185") receiving (a) a Short-Term Warrant (as defined in the Purchase Agreement) to purchase one-half of a share of Common Stock per each share of Common Stock initially underlying the Preferred Stock purchased by M-185 and (b) a Long-Term Warrant (as defined in the Purchase Agreement) to purchase one share of Common Stock per each share of Common Stock initially underlying the Preferred Stock purchased by M-185. The purchase price per share of Preferred Stock and accompanying Short-Term Warrant and Long-Term Warrant was \$100.00.
- Preferred Stock, Short Term Warrant and Long-Term Warrant held of record by M-185. The Reporting Person is the majority owner of M-185 and may be deemed to have voting and dispositive power over the shares held by M-185.
- M-185 may elect to receive to receive a Pre-Funded Warrant (as defined in the Purchase Agreement) in lieu of shares of Common Stock upon exercise of the Short-Term or Long-Term Warrant.

Remarks:

/s/ Rob Cutler, as Attorney-in-Fact 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Telesis Bio Inc. (the "Company"), hereby constitutes and appoints Rob Cutler, William McDonald, Philip Oettinger and Jesse Schumaker the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This 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 Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of June 2023.

Signature: /s/ Todd R. Nelson

Print Name: Todd R. Nelson