

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* SMITH J. JEFFERSON			2. Issuer Name and Ticker or Trading Symbol PRECISION BIOSCIENCES INC [DTIL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Research Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2025			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O PRECISION BIOSCIENCES, INC. 302 E. PETTIGREW STREET, SUITE A-100			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
DURHAM	NC		27701						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/20/2025		M		29,168 ⁽¹⁾	A	(2)	97,727	D	
Common Stock	01/22/2025		s ⁽³⁾		10,287	D	\$4.79	87,440	D	
Common Stock								7,931	I	By Charitable Remainder Unitrust

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
Restricted Stock Units	(2)	01/20/2025		M			2,500	(4)	(4)	Common Stock	2,500	\$0	2,500	D	
Restricted Stock Units	(2)	01/20/2025		M			10,449	(5)	(5)	Common Stock	10,449	\$0	20,894	D	
Restricted Stock Units	(2)	01/20/2025		M			16,219	(6)	(6)	Common Stock	16,219	\$0	32,438	D	

Explanation of Responses:

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs") on January 20, 2025.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- The sales were effected pursuant to a Rule 10b5-1 plan adopted on April 25, 2024. The transaction was a sell-to-cover, with shares only sold to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The Reporting Person did not sell or otherwise dispose of shares reported on this Form 4 for any reason other than to cover required taxes and fees.
- On January 20, 2023 the Reporting Person was granted RSUs, which vest in three substantially equal annual installments beginning on January 20, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.
- On April 18, 2024 the Reporting Person was granted RSUs, which vest in three substantially equal annual installments beginning on January 20, 2025, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.
- On August 22, 2024 the Reporting Person was granted RSUs, which vest in three substantially equal annual installments beginning on January 20, 2025, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.

/s/ Dario Scimeca, Attorney-in-Fact for J. Jefferson Smith 01/22/2025

** 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.

