

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>Longitude Capital Partners III, LLC</u> (Last) (First) (Middle) <u>C/O LONGITUDE CAPITAL PARTNERS III, LLC</u> <u>2740 SAND HILL ROAD, 2ND FLOOR</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Talaris Therapeutics, Inc. [TALS]</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) <u>05/11/2021</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	05/11/2021		C		2,985,775	A	(1)	2,985,775	I	By Longitude Venture Partners III, L.P. ⁽²⁾
Common Stock	05/11/2021		P		235,000	A	\$17 ⁽³⁾	3,220,775	I	By Longitude Venture Partners III, L.P. ⁽²⁾

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				
Series A Preferred Stock	(1)	05/11/2021		C		1,308,410		(1)	(1)	Common Stock	1,308,410	\$0.00	0	I	By Longitude Venture Partners III, L.P. ⁽²⁾
Series A-1 Preferred Stock	(1)	05/11/2021		C		1,271,027		(1)	(1)	Common Stock	1,271,027	\$0.00	0	I	By Longitude Venture Partners III, L.P. ⁽²⁾
Series B Preferred Stock	(1)	05/11/2021		C		406,338		(1)	(1)	Common Stock	406,338	\$0.00	0	I	By Longitude Venture Partners III, L.P. ⁽²⁾

1. Name and Address of Reporting Person*
Longitude Capital Partners III, LLC

 (Last) (First) (Middle)
C/O LONGITUDE CAPITAL PARTNERS III, LLC
2740 SAND HILL ROAD, 2ND FLOOR

 (Street)
MENLO PARK CA 94025

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Longitude Venture Partners III, L.P.

 (Last) (First) (Middle)
2740 SAND HILL ROAD, 2ND FLOOR

(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
ENRIGHT PATRICK G		
(Last) (First) (Middle)		
2740 SAND HILL ROAD, 2ND FLOOR		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Tammenoms Bakker Juliet		
(Last) (First) (Middle)		
2740 SAND HILL ROAD, 2ND FLOOR		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

- Each share of Series A Preferred Stock converted into common stock on a 1-for-5.35 basis automatically upon the closing of the Issuer's initial public offering. Each share of Series A-1 Preferred Stock converted into common stock on a 1-for-5.35 basis automatically upon the closing of the Issuer's initial public offering. Each share of Series B Preferred Stock converted into common stock on a 1-for-5.35 basis automatically upon the closing of the Issuer's initial public offering. The Series A Preferred Stock, Series A-1 Preferred Stock and Series B Preferred Stock had no expiration date.
- These shares are held by Longitude Venture Partners III, L.P ("LVP III"). Longitude Capital Partners III, LLC ("LCP III") is the general partner of LVP III and may be deemed to have voting and investment power over the shares held by LVP III. Patrick G. Enright and Juliet Tammenoms Bakker are managing members of LCP III and may be deemed to share voting and investment power with respect to the shares held by LVP III. Each of LCP III, Mr. Enright and Ms. Tammenoms Bakker disclaims beneficial ownership of such shares and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- On May 11, 2021, LVP III purchased 235,000 shares of Common Stock of the Issuer at a price of \$17.00 per share pursuant to an underwritten public offering.

Remarks:

[/s/ Patrick G. Enright,](#)
[individually, and as Managing](#)
[Member of Longitude Capital](#)
[Partners III, LLC and as](#)
[Managing Member of Longitude](#) 05/11/2021
[Capital Partners III, LLC,](#)
[General Partner of Longitude](#)
[Venture Partners III, L.P.](#)

[/s/ Juliet Tammenoms Bakker](#) 05/11/2021
** 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.