

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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>Bizily Scott</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>4D Molecular Therapeutics, Inc. [FDMT]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) <u>Chief Legal Officer</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2024</u> | | | 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 4D MOLECULAR THERAPEUTICS INC. 5858 HORTON STREET #455 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | Rule 10b5-1(c) Transaction Indication <input checked="" 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. | | |
| (Street) | EMERYVILLE CA 94608 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 02/08/2024 | | M ⁽¹⁾ | | 1,332 | A | \$6.49 | 3,069 | D | |
| Common Stock | 02/08/2024 | | S ⁽¹⁾ | | 1,332 | D | \$27.5 | 1,737 | D | |
| Common Stock | 02/08/2024 | | M ⁽¹⁾ | | 2,916 | A | \$8.04 | 4,653 | D | |
| Common Stock | 02/08/2024 | | S ⁽¹⁾ | | 2,916 | D | \$27.5 | 1,737 | D | |
| Common Stock | 02/08/2024 | | M ⁽¹⁾ | | 1,996 | A | \$15.78 | 3,733 | D | |
| Common Stock | 02/08/2024 | | S ⁽¹⁾ | | 1,996 | D | \$27.5 | 1,737 | D | |

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 |
| Stock Option (Right to Buy) | \$6.49 | 02/08/2024 | | M ⁽¹⁾ | | | 1,332 | (2) | 06/17/2032 | Common Stock | 1,332 | \$0 | 17,043 | D | |
| Stock Option (Right to Buy) | \$8.04 | 02/08/2024 | | M ⁽¹⁾ | | | 2,916 | (3) | 08/31/2032 | Common Stock | 2,916 | \$0 | 45,834 | D | |
| Stock Option (Right to Buy) | \$15.78 | 02/08/2024 | | M ⁽¹⁾ | | | 1,996 | (4) | 01/31/2032 | Common Stock | 1,996 | \$0 | 23,004 | D | |

Explanation of Responses:

- Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on October 10, 2023.
- The shares underlying the stock option award shall vest and become exercisable as to 1/48th of the underlying shares on each monthly anniversary of June 16, 2022 (the "Vesting Commencement Date") such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date, while the grantee remains a service provider to the Company.
- The shares underlying the stock option award shall vest and become exercisable as to 1/48th of the underlying shares on each monthly anniversary of September 1, 2022 (the "Vesting Commencement Date") such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date, while the grantee remains a service provider to the Company.
- The shares underlying the stock option award shall vest and become exercisable as to 1/48th of the underlying shares on each monthly anniversary of March 1, 2022 (the "Vesting Commencement Date") such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date, while the grantee remains a service provider to the Company.

By: /s/ Scott Bizily 02/12/2024
 ** 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.