

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>Smith W Bradford</u>			2. Issuer Name and Ticker or Trading Symbol <u>Homology Medicines, Inc. [FIXX]</u>			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) CFO & Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2021</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 HOMOLOGY MEDICINES, INC. ONE PATRIOTS PARK			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BEDFORD MA 01730</u>								
(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	02/08/2021		M		13,500	A	\$0.64	13,500	D	
Common Stock	02/08/2021		S ⁽¹⁾		13,500	D	\$14.2537 ⁽²⁾	0	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$13.78	02/05/2021		A		122,000		(3)	02/05/2031	Common Stock	122,000	\$0.00	122,000	D	
Restricted Stock Units	(4)	02/05/2021		A		20,000		(5)	(5)	Common Stock	20,000	\$0.00	20,000	D	
Employee Stock Option (Right to Buy)	\$0.64	02/08/2021		M		13,500		(6)	04/05/2027	Common Stock	13,500	\$0.00	101,904	D	

Explanation of Responses:

- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2020.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$14.00 to \$14.60. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vests in 48 equal monthly installments on the first day of each calendar month following January 1, 2021.
- Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- The restricted stock units will vest and settle as to one third of the restricted stock units on each of the first three anniversaries of January 1, 2021 so that such RSUs will become fully vested on January 1, 2024.
- The option vested and became exercisable as to 25% of the total grant on the first anniversary of the vesting commencement date and vests in equal monthly installments over a three year period thereafter. The vesting commencement date for this option was April 3, 2017.

Remarks:

/s/ W. Bradford Smith 02/09/2021
 ** 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.