

OMB APPROVAL	
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**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>Kelly Timothy P</u>  (Last) (First) (Middle) <u>C/O HOMOLOGY MEDICINES, INC.</u> <u>ONE PATRIOTS PARK</u>  (Street) <u>BEDFORD MA 01730</u>  (City) (State) (Zip)	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) See Remarks.
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	03/01/2021		M		2,000	A	\$6.6314	4,232 <sup>(1)</sup>	D	
Common Stock	03/01/2021		M		2,000	A	\$2.8947	6,232	D	
Common Stock	03/01/2021		S <sup>(2)</sup>		6,232	A	\$11.1622 <sup>(3)</sup>	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
Employee Stock Options	\$6.6314	03/01/2021		M			2,000	(4)	12/06/2027	Common Stock	2,000	\$0.00	41,500	D	
Employee Stock Options	\$2.8947	03/01/2021		M			2,000	(5)	09/06/2027	Common Stock	2,000	\$0.00	32,001	D	

**Explanation of Responses:**

- Includes 2,232 shares acquired under Issuer's Employee Stock Purchase Plan on February 26, 2021.
- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 3, 2020.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$10.9600 to \$11.3100. 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 and becomes exercisable upon the Reporting Person's completion of each full month of service after January 1, 2018, so that such option will become fully vested on January 1, 2022.
- The option vests and becomes 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 May 30, 2017.

**Remarks:**

Chief Technical Operations Officer

/s/ Bradford Smith, Attorney-in-Fact for Timothy P. Kelly 03/03/2021

\*\* 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.