

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

1. Name and Address of Reporting Person* <u>Nader Francois</u> (Last) (First) (Middle) C/O TALARIS THERAPEUTICS, INC. 93 WORCESTER STREET (Street) WELLESLEY MA 02481 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/19/2022		P		50,000	A	\$3.52 ⁽¹⁾	50,000	D	
Common Stock	07/20/2022		P		52,000	A	\$3.62 ⁽²⁾	102,000	D	
Common Stock	07/21/2022		J ⁽³⁾	V	248,432	D	\$0.00	87,735	I	By Francois Nader 2020 Trust ⁽⁴⁾
Common Stock	07/21/2022		J ⁽³⁾	V	248,432	A	\$0.00	248,432	I	By FN TALS LLC ⁽⁵⁾
Common Stock	07/21/2022		P		36,500	A	\$3.72 ⁽⁶⁾	138,500	D	
Common Stock	07/25/2022		J ⁽⁷⁾	V	138,500	D	\$0.00	0	D	
Common Stock	07/25/2022		J ⁽⁷⁾	V	138,500	A	\$0.00	386,932	I	By FN TALS LLC ⁽⁵⁾

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.38 to \$3.64, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.51 to \$3.66, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- Represents the transfer of shares held by the Francois Nader 2020 Trust to FN TALS LLC for no consideration.
- These shares are held in a trust for the benefit of the Reporting Person's spouse and child. The Reporting Person's spouse and child are trustees of the trust. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These shares are held by a limited liability company of which the Reporting Person serves as the sole member, with sole voting and investment control over the securities held thereby. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.595 to \$3.89, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- Represents the transfer of shares held by the Reporting Person to FN TALS LLC for no consideration.

Remarks:

/s/ Mary Kay Fenton.

07/25/2022

[attorney-in-fact](#)

** 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.