FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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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>CARRIERE STEPHEN J</u>						2. Issuer Name and Ticker or Trading Symbol Evelo Biosciences, Inc. [EVLO]								eck all app Direc	icable)	r 10% Owner		vner
	,	CIENCES, INC.	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/19/2023								^ below			below)	·
(Street) CAMBRIDGE MA 02139					4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. I Lin	Individual or Joint/Group Filing (Check Applicable le) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(St	tate) (Zip)															
		Tabl	e I - N	on-Deriv	vative	Sec	uritie	es Ac	quire	d, Di	isposed o	of, or Be	eneficia	lly Owne	d			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye						Execution Date,			3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following		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	Transa	ction(s) 3 and 4)			(111341. 4)
Common Stock 01/19/202					2023	23		M ⁽¹⁾		354	A ⁽¹⁾	(2)		354		D		
Common Stock 01/23/202					2023	123		S ⁽³⁾		151	D ⁽³⁾	\$1.0604	(4)	203		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. Transa Code (8)			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 derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units	\$0.0	01/19/2023			M			354	(5)		01/19/2032	Common Stock	354	\$0	1,063		D	

Explanation of Responses:

- 1. Settlement of shares of Common Stock acquired upon the vesting of Restricted Stock Units previously granted to the reporting person.
- 3. The sale reported on this Form 4 represents shares sold by the reporting person to cover tax withholding obligations in connection with the vesting and settlement of Restricted Stock Units previously granted to the reporting person. The sale was to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the reporting person.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$1.06 to \$1.0712, inclusive. The reporting person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote
- 5. The Restricted Stock Units vest in four substantially equal annual installments at the end of each annual anniversary of the date of grant, subject to continued employment on such dates.

Remarks:

/s/ Stephen J. Carriere ** Signature of Reporting Person 01/23/2023 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.

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