

**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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Carr Douglas</u> <hr/> (Last) (First) (Middle) <u>C/O CENTURY THERAPEUTICS, INC.</u> <u>25 N 38TH STREET, 11TH FLOOR</u> <hr/> (Street) <u>PHILADELPHIA PA</u> <u>19104</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Century Therapeutics, Inc. [ IPSC ]</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) <u>SVP Finance &amp; Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2025</u>	
	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	03/10/2025		S <sup>(1)</sup>		1,240	D	\$0.615	315,556	D	
Common Stock	03/11/2025		A <sup>(2)</sup>		95,625	A	\$0	411,181	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)	\$0.601	03/11/2025		A		95,625		(3)	03/11/2035	Common Stock	95,625	\$0	95,625	D	

**Explanation of Responses:**

- The sales reported on this Form 4 represent the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units ("RSUs"). Such sales were automatic and not at the discretion of the Reporting Person.
- Reflects the grant of RSUs. Each RSU represents a contingent right to receive one share of Issuer common stock. The RSUs vest 25% on March 11, 2026, with the remaining 75% vesting on a quarterly basis for the three years thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date. The RSUs will be settled on each applicable vesting date in shares of the Issuer's common stock.
- The option vests 25% on March 11, 2026, with the remaining 75% vesting in 36 equal monthly installments, subject to the Reporting Person's continued service through each applicable vesting date.

/s/ Douglas Carr 03/12/2025  
 \*\* 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.