

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>FUJIFILM Cellular Dynamics, Inc.</u> <hr/> (Last) (First) (Middle) 525 SCIENCE DRIVE <hr/> (Street) MADISON WI 53711 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/17/2021	3. Issuer Name and Ticker or Trading Symbol <u>Century Therapeutics, Inc. [ IPSC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,980,803	D <sup>(1)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	3,974,404 <sup>(2)</sup>	(2)	D <sup>(1)</sup>	

1. Name and Address of Reporting Person* <u>FUJIFILM Cellular Dynamics, Inc.</u> <hr/> (Last) (First) (Middle) 525 SCIENCE DRIVE <hr/> (Street) MADISON WI 53711 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>FUJIFILM Corp</u> <hr/> (Last) (First) (Middle) 7-3 AKASAKA 9-CHOME MINATO-KU <hr/> (Street) TOKYO M0 107-0052 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*
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FUJIFILM Holdings America Corp

(Last) (First) (Middle)

200 SUMMIT LAKE DRIVE

(Street)

VALHALLA NY 10595-1356

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

FUJIFILM Holdings Corp

(Last) (First) (Middle)

7-3, AKASAKA 9-CHOME, MINATO-KU

(Street)

TOKYO M0 107-0052

(City) (State) (Zip)

**Explanation of Responses:**

1. FUJIFILM Cellular Dynamics, Inc. is the direct owner of the reported securities. FUJIFILM Cellular Dynamics, Inc. is a wholly owned subsidiary of FUJIFILM Holdings America Corporation; FUJIFILM Holdings America Corporation is a wholly owned subsidiary of FUJIFILM Corporation; and FUJIFILM Corporation is a wholly owned subsidiary of FUJIFILM Holdings Corporation. Accordingly, each of FUJIFILM Holdings America Corporation, FUJIFILM Corporation and FUJIFILM Holdings Corporation beneficially owns the reported securities indirectly.

2. FUJIFILM Cellular Dynamics, Inc. holds 10,000,000 shares of the issuer's Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock is immediately convertible into shares of the issuer's common stock and has no expiration date. The 10,000,000 shares of Series A Convertible Preferred Stock will be automatically converted into 3,974,404 shares of the issuer's common stock upon the closing of the issuer's initial public offering.

**Remarks:**

Exhibit List: Exhibit 24 - Joint Filing Agreement and Power of Attorney Exhibit 99 - Joint Filer Information

/s/ Takeshi Yamamoto,  
President and CEO of  
FUJIFILM Cellular  
Dynamics, Inc. and  
attorney-in-fact for  
FUJIFILM Holdings  
America Corporation,  
FUJIFILM Corporation  
and FUJIFILM Holdings  
Corporation

06/17/2021

\*\* 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 5 (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.**

## JOINT FILING AGREEMENT AND POWER OF ATTORNEY

Each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by or of such party under Section 13 or Section 16 of the Securities Exchange Act of 1934 or any rule or regulation thereunder and any amendment, restatement, supplement, modification or exhibit of or to such filing (and the filing, furnishing and/or incorporation by reference hereof as an exhibit thereto) and that the foregoing agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

Each party hereto hereby constitutes and appoints any authorized signatory of FUJIFILM Cellular Dynamics, Inc., a corporation organized under the laws of Wisconsin, as a true and lawful attorney-in-fact and agent of such party (with full power of substitution and resubstitution and otherwise full power and authority for, in the name of and on behalf of such party, in any and all capacities) to (i) execute and file any filing required by or of such party under Section 13 or Section 16 of the Securities Exchange Act of 1934 or any rule or regulation thereunder (and any amendment, restatement, supplement, modification or exhibit of or to such filing) for, in the name of and on behalf of such party and (ii) perform any other act that such attorney-in-fact and agent determines may be necessary or appropriate in connection with any foregoing item or matter, in any case, for, in the name of and on behalf of such party, granting unto each such attorney-in-fact and agent full power and authority to do and perform each act and thing necessary or appropriate to be done or performed in and about the premises, as fully to all intents and purposes as such party might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent shall do or cause to be done by virtue hereof. Each party hereto hereby agrees and acknowledges that (x) such party has requested and is hereby requesting that each such attorney-in-fact and agent serve in such capacity and (y) no such attorney-in-fact and agent has assumed, is assuming or will assume (or has agreed, is agreeing or will agree to assume) any obligation or responsibility of such party to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934 (or any rule or regulation thereunder) in such capacity or otherwise pursuant hereto or in connection herewith.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement and Power of Attorney as of the 17th day of June, 2021.

FUJIFILM HOLDINGS CORPORATION

By: Takatashi Ishikawa  
 Name: Takatoshi Ishikawa  
 Title: Director

FUJIFILM CORPORATION

By: Yutaka Yamaguchi  
 Name: Yutaka Yamaguchi  
 Title: General Manager, Life Science Business Div.

FUJIFILM HOLDINGS AMERICA CORPORATION

By: Tetsuya Iwasaki  
 Name: Tetsuya Iwasaki  
 Title: President

FUJIFILM CELLULAR DYNAMICS, INC.

By: /  
 Name:  
 Title:

JOINT FILING AGREEMENT AND POWER OF ATTORNEY

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FUJIFILM HOLDINGS CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

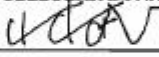
FUJIFILM CORPORATION

By: /s/ \_\_\_\_\_  
Name:  
Title:

FUJIFILM HOLDINGS AMERICA CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

FUJIFILM CELLULAR DYNAMICS, INC.

By: /  \_\_\_\_\_  
Name: Takeshi Yamamoto  
Title: CEO and President

JOINT FILER INFORMATION

Name: FUJIFILM Cellular Dynamics, Inc.

Address: 500 Science Drive, Madison, WI 53711

Name: FUJIFILM Holdings America Corporation

Address: 200 Summit Lake Drive, Valhalla, New York, 10595-1356

Name: FUJIFILM Corporation

Address: 7-3 Akasaka 9-chome, Minato-ku, Tokyo 107-0052, Japan

Name: FUJIFILM Holdings Corporation

Address: 7-3 Akasaka 9-chome, Minato-ku, Tokyo 107-0052, Japan

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