

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>ADAMS JULIAN</u> (Last) (First) (Middle) <u>C/O GAMIDA CELL LTD.</u> <u>116 HUNTINGTON AVENUE</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gamida Cell Ltd. [GMDA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2022</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	07/27/2022 ⁽¹⁾		A		48,500 ⁽²⁾	A	\$0.00	124,650	D	
Ordinary Shares	07/27/2022 ⁽¹⁾		A		68,800 ⁽³⁾	A	\$0.00	193,450	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 Share Option (Right to Buy)	\$2.93	07/27/2022 ⁽⁴⁾		A		291,100		(5)	07/26/2032	Ordinary Shares	291,100	\$0.00	291,100	D	

Explanation of Responses:

- The restricted stock unit ("RSU") award was approved by the Board of Directors of the Issuer on January 28, 2022, subject to shareholder approval. The Issuer's shareholders approved the grant at the annual general meeting of the shareholders on July 27, 2022.
- These shares represent an RSU award, which shall vest in three equal annual installments commencing on July 27, 2023. The vesting of the RSUs is subject to the Reporting Person's continuous service through such vesting date.
- These shares represent an RSU award, which shall vest in two equal annual installments commencing on December 31, 2022. The vesting of the RSUs is subject to the Reporting Person's continuous service through such vesting date.
- The option grant was approved by the Board of Directors of the Issuer on January 28, 2022, subject to shareholder approval. The Issuer's shareholders approved the grant at the annual general meeting of the shareholders on July 27, 2022.
- One fourth (1/4th) of the shares subject to the option award shall vest on July 27, 2023, and one twelfth (1/12th) of the remaining shares subject to the option award shall vest in equal quarterly installments thereafter, subject to the Reporting Person's continuous service through such vesting date.

Remarks:

/s/ Joshua F. Patterson,
Attorney-in-Fact

08/10/2022

** 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.

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