SEC Form	4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287						
OMB Number: 3235-0287 Estimated average burden							
hours per response:	0.5						

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				1					
1. Name and Address of Reporting Person [*] <u>WILLS STEPHEN T</u>			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			Gamida Cell Ltd. [GMDA]	X	Director	10% Owner			
(Last) (First) (Middle) C/O GAMIDA CELL LTD.		× ,	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2022		Officer (give title below)	Other (specify below)			
116 HUNTINGTON AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)	iled (Month/Day/Year) 6. Individual or Joint/Group Filing (Line)					
(Street)				X	Form filed by One Re	porting Person			
BOSTON	STON MA 02116		_		Form filed by More than One Reporting Person				
(City)	(State)	(Zip)							
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)			Disposed Of (D) (Instr. 3, 4 and		Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Ordinary Shares	11/18/2022		Α		2,000 ⁽¹⁾	A	\$0.00	13,677	D	

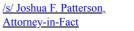
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of Derivative 9. Number of 10. 11. Nature -. Transaction Code (Instr. 8) Ownership Form: Derivative Security (Instr. 3) Execution Date, if any (Month/Day/Year) Conversion or Exercise Expiration Date (Month/Day/Year) Amount of Securities of Indirect Beneficial Date (Month/Day/Year) derivative Derivative Security (Instr. 5) Securities Price of Underlying Derivative Security (Instr. 3 and 4) Direct (D) Securities Beneficially Ownership Acquired (A) or Disposed Derivative Security Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Expiration Date Date Exercisable of Shares Code ν (A) (D) Title Share Option (Right to Ordinary \$1.79 11/18/2022 9,500 (2)11/17/2032 9,500 \$0.00 9,500 D A Share Buy)

Explanation of Responses:

1. Represents a restricted share unit award, which shall vest on November 1, 2023, subject to the Reporting Person's continuous service through such vesting date.

2. This option vests in equal quarterly installments over a twelve-month period, with the first such installment vesting on February 1, 2023, subject to the Reporting Person's continuous service through each such vesting date

Remarks:



** Signature of Reporting Person Date

11/22/2022

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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).