

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Oxford Science Enterprises plc</u> (Last) (First) (Middle) C/O OXFORD SCIENCE ENTERPRISES PLC 46 WOODSTOCK ROAD (Street) OXFORD X0 2 6HT (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2022	3. Issuer Name and Ticker or Trading Symbol <u>PepGen Inc.</u> [<u>PEPG</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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	118,860	D	

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-1 Preferred Stock	(1)	(1)	Common Stock	1,262,986 ⁽²⁾	(1)	D	
Series A-2 Preferred Stock	(1)	(1)	Common Stock	945,859 ⁽²⁾	(1)	D	
Series B Preferred Stock	(1)	(1)	Common Stock	1,547,713 ⁽²⁾	(1)	D	

Explanation of Responses:

1. The Issuer effected a 1.018-for-1 reverse stock split of its Common Stock on April 29, 2022 ("Reverse Split"). After giving effect to the Reverse Split, the shares of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock are convertible, at any time, at the holder's election, into shares of the Issuer's common stock at a ratio of 1.018-for-1. In addition, effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock will automatically convert into shares of the Issuer's common stock at a ratio of 1.018-for-1. The Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock have no expiration date.

2. This figure reflects the shares of the Issuer's Common Stock underlying the Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock after giving effect to the Reverse Split.

Remarks:

Exhibit 24: Power of Attorney

Oxford Science Enterprises plc, By: /s/ James Wilkinson, Name: 05/05/2022 James Wilkinson, Title: Director

** 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.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Noel Donnelly and Kyle Breidenstine, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of PepGen Inc., a Delaware corporation (the "Company"), from time to time the following Securities and Exchange Commission (the "SEC") forms: Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an officer of the Company. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of April, 2022.

/s/ Jim Wilkinson

Printed Name: Jim Wilkinson

Title: CFO