SEC Form 4
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## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

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

Obligations may Instruction 1(b)	y continue. See		Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	hours per response:			
			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Address of Reporting Person <sup>*</sup>			2. Issuer Name <b>and</b> Ticker or Trading Symbol Cibus, Inc. [CBUS]		ationship of Re k all applicable		on(s) to Issuer
Beetham Peter				X	Director		10% Owner
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2023	X	Officer (give below)	e title	Other (specify below)
C/O CIBUS, INC. 6455 NANCY RIDGE DRIVE			05/51/2025		5	See Remarks	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	(Check Applicable		
(Street)				X	Form filed b	by One Repo	rting Person
SAN DIEGO	CA	92121			Form filed b Person	by More than	One Reporting
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	*			
			Check this box to indicate that a transaction was made pursuant a satisfy the affirmative defense conditions of Rule 10b5-1(c). See			r written plan t	hat is intended to

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Execution Date, Form: Direct (D) or Indirect Transaction Code (Instr. Securities Beneficially of Indirect Beneficial Date (Month/Day/Year) if any (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) Transaction(s) (A) or (D) v Code Amount Price (Instr. 3 and 4) Class A Common Stock 05/31/2023 Α 291,285 A (1)(2)291,285 D Class A Common Stock 05/31/2023 87,649 (2)(3) 378,934 D A Α Class B Common Stock 05/31/2023 3,503 A 3,503 D Α (4)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(orgi, paro, varo, variano, optiono, contentino occanico)														
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. Transac Code (li 8)		of Expiration		6. Date Exerc Expiration Da (Month/Day/)	Date Amount of		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)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Cibus Common Units	(5)	05/31/2023		A		3,503		(5)	(5)	Class A Common Stock	3,503	(6)	3,503	D	

### Explanation of Responses:

1. Represents shares of Class A Common Stock received as consideration in connection with the closing of the transactions contemplated by the Agreement and Plan of Merger, dated January 13, 2023, as amended by the First Amendment to the Merger Agreement, dated April 14, 2023 (as amended, the "Merger Agreement"), by and among Cibus, Inc. (formerly Calyxt, Inc.) (the "Issuer", and prior to the closing of the transactions contemplated by the Merger Agreement, "Calyxt"), Calypso Merger Subsidiary, LLC, Cibus Global, LLC ("Cibus") and certain blocker entities party thereto.

2. Gives effect to the 1-for-5 reverse stock split of Calyxt's common stock on May 31, 2023. On the closing date, the closing price of Calyxt's common stock was \$6.30. Upon closing, Calyxt was renamed "Cibus, Inc.", the Issuer's Amended and Restated Certificate was amended such that the Issuer had two classes of common stock (Class A Common Stock and Class B Common Stock), and Calyxt's existing common stock remained as Class A Common Stock.

Represents substitute awards constituting restricted shares of Class A Common Stock granted and issued pursuant to the Cibus, Inc. 2017 Omnibus Incentive Plan upon the closing of the transactions contemplated by the Merger Agreement (the "Transactions"), whereby certain Cibus restricted profits interest units previously granted to employees of Cibus were automatically cancelled and converted into the right to receive a number of restricted shares of the Class A Common Stock, subject to the same vesting schedule as was applicable to such profits interests units prior to the closing of the Transactions.
Represents shares of Class B Common Stock received as consideration in connection with the Merger Agreement, with the number of such shares of Class B Common Stock equal to the number of newly issued membership units of Cibus ("Cibus Common Units"), received by the reporting person as consideration in connection with the Closing of the transactions contemplated Merger Agreement. Shares of Class B Common Stock have full voting, but no economic rights. The Issuer is the managing member of Cibus, with the Issuer's only material asset consisting of Cibus Common Units.

5. The Cibus Common Units, together with the Class B Common Stock (collectively, "Up-C Units") are generally exchangeable by the reporting person for shares of Class A Common Stock on a one-forone basis, or, subject to certain restrictions, the cash equivalent with respect to all or a portion thereof, based on a volume-weighted average price of a share of Class A Common Stock pursuant to the terms of the Exchange Agreement, dated May 31, 2023, by and among the Issuer, Cibus, and the Up-C Unit holders.

6. Represents Cibus Common Units received as consideration in connection with the Merger Agreement.

### Remarks:

President and Chief Operating Officer

<u>/s/ Rosa Cheuk Kim, as</u> <u>Attorney-in-Fact for Peter</u> <u>Beetham</u>

05/31/2023

\*\* 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.

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