

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person <sup>†</sup> <u>BAYER AKTIENGESELLSCHAFT</u>			2. Issuer Name and Ticker or Trading Symbol <u>Century Therapeutics, Inc. [ IPSC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
<u>KAISER-WILHELM-ALLEE 1</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LEVERKUSEN 2M 51373</u>								
(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)	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			
Common Stock	06/22/2021		C		10,390,600	A	(1)	10,390,600	D <sup>(2)</sup>	
Common Stock	06/22/2021		C		1,535,238	A	(3)	11,925,838	D <sup>(2)</sup>	
Common Stock	06/22/2021		P		750,000	A	\$20	12,675,838	D <sup>(2)</sup>	

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
Series B Preferred Stock	(1)	06/22/2021		C			26,143,790	(1)	(1)	Common Stock	10,390,600 <sup>(1)</sup>	(1)	0	D <sup>(2)</sup>	
Series C Preferred Stock	(3)	06/22/2021		C			3,862,813	(3)	(3)	Common Stock	1,535,238 <sup>(3)</sup>	(3)	0	D <sup>(2)</sup>	

1. Name and Address of Reporting Person <sup>†</sup> <u>BAYER AKTIENGESELLSCHAFT</u>		
(Last)	(First)	(Middle)
<u>KAISER-WILHELM-ALLEE 1</u>		
(Street) <u>LEVERKUSEN 2M 51373</u>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person <sup>†</sup> <u>Bayer World Investments B.V.</u>		
(Last)	(First)	(Middle)
<u>ENERGIEWEG 1</u>		
(Street) <u>MIJDRECHT P7 3641RT</u>		
(City)	(State)	(Zip)

Explanation of Responses:

- Shares of Series B Preferred Stock converted into shares of Common Stock at the closing of the Issuer's initial public offering at a 2.5161-for-1 conversion ratio for no consideration, and had no expiration date.
- The securities reported are held directly by Bayer World Investments B.V., a Dutch private limited company, which is an indirect, wholly owned subsidiary of Bayer Aktiengesellschaft, a German stock corporation. Accordingly, Bayer Aktiengesellschaft may be deemed to be an indirect beneficial owner of the shares beneficially owned directly by Bayer World Investments B.V.
- Shares of Series C Preferred Stock converted into shares of Common Stock at the closing of the Issuer's initial public offering at a 2.5161-for-1 conversion ratio for no consideration, and had no expiration date.

Remarks:

/s/ Christian Bank, on behalf of Bayer Aktiengesellschaft 06/22/2021

/s/ Patrick Lennaerts, on behalf of Bayer World Investments B.V. 06/22/2021

\*\* Signature of Reporting Person Date

\* 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.**