

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* <u>Session R.A. II</u> (Last) (First) (Middle) C/O TAYSHA GENE THERAPIES, INC. 3000 PEGASUS PARK DRIVE, SUITE 1430 (Street) DALLAS TX 75247 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Taysha Gene Therapies, Inc. [TSHA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2023	
	4. 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 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2023		J ⁽¹⁾		251,296 ⁽²⁾	A	\$0.00	9,420,842 ⁽³⁾	D	
Common Stock								141,090	I	See footnote ⁽⁴⁾
Common Stock								141,090	I	See footnote ⁽⁵⁾

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					
Employee Stock Option (right to buy)	\$1.95	03/06/2023		D		199,500	(6)	11/10/2032	Common Stock	199,500	(7)	0	D	

Explanation of Responses:

- Represents Reporting Person's annual incentive compensation for 2021 performance awarded in the discretion of the compensation committee of the Issuer's board of directors (the "RSU Award"). The RSU Award replaced a prior stock option award of 199,500 shares of similar value that was canceled effective March 6, 2023.
- Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement. The RSUs are fully vested.
- In connection with the Reporting Person's separation from the Issuer, the Reporting Person forfeited 21,374 unvested shares pursuant to a restricted stock award.
- The securities are held by RA Session II, as Trustee of the Session 2020 Annuity Trust I.
- The securities are held by RA Session II, as Trustee of the Session 2020 Annuity Trust II.
- Prior to the cancellation of this option, 25% of the total number of shares underlying the option were to vest and become exercisable on November 10, 2023 and the remainder were to vest and become exercisable in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through each applicable vesting date.
- This option was canceled by mutual agreement of the Issuer and the Reporting Person. The Reporting Person received the RSU Award in exchange for the cancellation of this option.

Remarks:

/s/ Kamran Alam, Attorney-in-Fact 03/08/2023

** 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.