

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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>Alam Kamran</u>  (Last) (First) (Middle) C/O TAYSHA GENE THERAPIES, INC. 3000 PEGASUS PARK DRIVE, STE 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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/02/2023		A		18,691 <sup>(1)</sup>	A	(2)	284,812	D	

**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
Employee Stock Option (right to buy)	\$1.18	02/02/2023		A		37,384		(3)	02/02/2033	Common Stock	37,384	\$0.00	37,384	D	
Employee Stock Option (right to buy)	\$1.18	02/02/2023		A		149,900		(4)	02/02/2033	Common Stock	149,900	\$0.00	149,900	D	

**Explanation of Responses:**

- Represents a restricted stock unit ("RSU") award. 12,461 RSUs shall vest 25% on each of February 2, 2024, February 2, 2025, February 2, 2026 and February 2, 2027. The remaining RSUs, not subject to time vesting, shall vest upon the achievement of the closing price of the Issuer's common stock on The Nasdaq Stock Market, LLC of at least \$4.00 per share on or before December 31, 2023. All vesting is subject to the Reporting Person's continuous service through each applicable vesting date.
- Each RSU represents a contingent right to receive one share the Issuer's common stock.
- 24,923 shares underlying the option shall vest 25% of the total number of shares underlying the option shall vest and become exercisable on February 2, 2024 and the remainder shall vest and become exercisable in 36 equal monthly installments thereafter. The remaining shares underlying the option, not subject to time vesting, shall vest upon the achievement of the closing price of the Issuer's common stock on The Nasdaq Stock Market, LLC of at least \$4.00 per share on or before December 31, 2023. All vesting is subject to the Reporting Person's continuous service through each applicable vesting date.
- 25% of the total number of shares underlying the option shall vest and become exercisable on February 2, 2024 and the remainder shall vest and become exercisable in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through each applicable vesting date.

**Remarks:**

/s/ Kamran Alam 02/06/2023  
 \*\* 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.

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