

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL             |           |
|--------------------------|-----------|
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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*<br><u>PRASAD SUYASH</u><br><br>(Last) (First) (Middle)<br>C/O TAYSHA GENE THERAPIES, INC.<br>2280 INWOOD ROAD<br><br>(Street)<br>DALLAS TX 75235<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Taysha Gene Therapies, Inc. [ TSHA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>CMO and Head of R&D |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/29/2021                             |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 06/29/2021                           |  | s <sup>(1)</sup>               |   | 35,056  | D          | \$23.74 <sup>(2)</sup> | 637,533   | D  |   |
| Common Stock                    | 06/29/2021                           |  | s <sup>(1)</sup>               |   | 3,862   | D          | \$24.46 <sup>(3)</sup> | 633,671   | D  |   |
| Common Stock                    | 06/29/2021                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$25.19 <sup>(4)</sup> | 633,371   | D  |   |
| Common Stock                    | 06/30/2021                           |  | s <sup>(1)</sup>               |   | 13,374  | D          | \$21.42 <sup>(5)</sup> | 619,997   | D  |   |
| Common Stock                    | 06/30/2021                           |  | s <sup>(1)</sup>               |   | 6,202   | D          | \$22.44 <sup>(6)</sup> | 613,795   | D  |   |
| Common Stock                    | 06/30/2021                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$23.7 <sup>(7)</sup>  | 613,295   | D  |   |
| Common Stock                    | 07/01/2021                           |  | s <sup>(1)</sup>               |   | 19,706  | D          | \$21.12 <sup>(8)</sup> | 593,589   | 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) |   |  |  |   |  |

**Explanation of Responses:**

- The sales reported in this Form 4 represents shares required to be sold by the Reporting Person to satisfy tax withholding obligations in connection with the settlement of restricted stock units. The sale occurred automatically to satisfy the tax withholding obligations to be funded by a "sell to cover" transaction pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.04 to \$24.03, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2), (3), (4), (5), (6), (7) and (8).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.04 to \$24.95, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.06 to \$25.44, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.13 to \$22.11, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.15 to \$23.11, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.16 to \$24.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.81 to \$21.53, inclusive.

**Remarks:**

/s/ Kamran Alam, Attorney-in-Fact 07/01/2021

\*\* 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.