SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL							
3235-0287							
Estimated average burden							
0.5							

to Sec obliga	this box if no lo tion 16. Form 4 tions may conti ction 1(b).	or Form 5	STATEME Fil	ed purs	suant	to Se	ection 16	(a) of th	ie Seci	Inities Exchang	ge Act o			SHIP	Es		iber: average bu response:		5-0287 0.5	
					2. Issuer Name and Ticker or Trading Symbol <u>Axcella Health Inc.</u> [AXLA]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last) (First) (Middle) AVENUE NESTLE 55					3. Date of Earliest Transaction (Month/Day/Year) 10/13/2022								Officer (give title Other (specify below) below)						cify	
(Street) CH-1800, VEVEY V8					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(St		Zip)	vativo		curi	itice A	cauir	od D	isposed of	forF	Ronof			od					
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/ 2. Transaction			tion	on 2A. Exe Year) if a		2A. Deemed		action (Instr.	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a 5)			r	d 5. Amount of Securities Beneficially Owned Follov		Form (D) o	vnership n: Direct r Indirect nstr. 4)	Indire Benef Owne	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) o (D)	Pric	e	Reported Transacti (Instr. 3 a	ion(s)			(Instr. 4)		
Common	Common Stock 10/13/			2022	22		Р		3,658,536	Α	\$1	.64	4 11,105,438 ⁽¹⁾			I S		note ⁽¹⁾		
		Tal	ble II - Deriva (e.g., j							posed of, , convertib				y Ownee	d					
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. Tran Cod	4. 5. Number 6. Date Exe Transaction of Expiration Code (Instr. Derivative (Month/Day					8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4	ve es ially ng ed etion(s)	10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership t (Instr. 4)						
				Cod	le V		(A) (D) Dat	e ercisabl	Expiration e Date	Title	Amou or Numb of Share	er							
		Reporting Person [*]	. <u>A.</u>																	
(Last) AVENU	E NESTLE	(First) 55	(Middle)		_															
(Street) CH-180	0, VEVEY	V8																		
(City)		(State)	(Zip)																	
1. Name a <u>NEST</u>		Reporting Person*																		

Explanation of Responses:

AVENUE NESTLE 55

CH-1800, VEVEY V8

(First)

(State)

(Middle)

(Zip)

1. Consists of 11,105,438 shares of Common Stock held by Societe des Produits Nestle S.A. ("SPN"). SPN is a wholly owned subsidiary of Nestle S.A. ("Nestle"). SPN and Nestle may be deemed to share voting and investment power with respect to all shares of Common Stock. Nestle disclaims beneficial ownership of such shares of Common Stock except to the extent of its pecuniary interest therein.

Remarks:

(Last)

(Street)

(City)

/s/ NESTLE S.A. By: Name:	
Gregory Behar, Title: Deputy	10/17/2022
Executive Vice President	
/s/ SOCIETE DES	<u>10/17/2022</u>

PRODUITS NESTLE S.A. By: Name: Claudio Kuoni, <u>Title: Vice President</u> ** 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.