

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>Manning Paul B</u>  (Last) (First) (Middle) <u>C/O CANDEL THERAPEUTICS, INC.</u> <u>117 KENDRICK ST., SUITE 450</u>  (Street) <u>NEEDHAM MA 02494</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Candel Therapeutics, Inc. [ CADL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/02/2021</u>	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	07/29/2021		C		679,158	A	(1)	679,158	I	By Paul B. Manning Revocable Trust <sup>(2)</sup>
Common Stock	07/29/2021		C		553,752	A	(1)	553,752	I	By BKB Growth Investments, LLC <sup>(3)</sup>
Common Stock	07/29/2021		P		1,625,000	A	\$8	1,681,000	D <sup>(4)</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)	07/29/2021		C		1,669,303		(1)	(1)	Common Stock	679,158	\$0.00	0	I	By Paul B. Manning Revocable Trust <sup>(2)</sup>
Series B Preferred Stock	(1)	07/29/2021		C		1,361,069		(1)	(1)	Common Stock	553,752	\$0.00	0	I	By BKB Growth Investments, LLC <sup>(3)</sup>

**Explanation of Responses:**

- These shares of Series B Preferred Stock were convertible at any time at the holder's election and automatically converted on a one-for-2.4579 basis into shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering ("IPO") without payment of additional consideration. The Series B Preferred Stock had no expiration date.
- The shares are held by The Paul B. Manning Revocable Trust dated May 10, 2000 (the "Trust"). The Reporting Person is the trustee of the Trust and has sole voting and investment power with respect to the shares held by the Trust. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The shares are held directly by BKB Growth Investments, LLC ("BKB"). The Reporting Person is a co-manager of Tiger Lily Capital, LLC, the manager of BKB, and has shared voting and investment power with respect to the shares held by BKB. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Includes shares held jointly with spouse.

**Remarks:**

This Form 4 amends and restates the Form 4 filed by the Reporting Person on August 2, 2021 to include inadvertently omitted shares purchased in the initial public offering by the Reporting Person.

/s/ John Canepa, Attorney-in-Fact 08/04/2021

\*\* 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.