
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Gracell Biotechnologies Inc.
(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

38406L 103**
(CUSIP Number)

December 31, 2022
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

** CUSIP number 38406L 103 has been assigned to the American depositary shares ("ADSs") of the issuer, which are quoted on The Nasdaq Global Select Market under the symbol "GRCL." Each ADS represents five Ordinary Shares of the issuer. No CUSIP has been assigned to the Issuer's Ordinary Shares.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1.	Names of Reporting Persons	
	Frazier Life Sciences Public Fund, L.P.	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0 shares
	6.	Shared Voting Power 0 shares
	7.	Sole Dispositive Power 0 shares
	8.	Shared Dispositive Power 0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (see instructions) PN	

1.	Names of Reporting Persons	
	FHMLSP, L.P.	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power
		0 shares
	6.	Shared Voting Power
		0 shares
	7.	Sole Dispositive Power
		0 shares
	8.	Shared Dispositive Power
		0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)	
	<input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9	
	0.0%	
12.	Type of Reporting Person (see instructions)	
	PN	

1.	Names of Reporting Persons FHMLSP, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0 shares
	6.	Shared Voting Power 0 shares
	7.	Sole Dispositive Power 0 shares
	8.	Shared Dispositive Power 0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (see instructions) OO	

1.	Names of Reporting Persons	
	James N. Topper	
2.	Check the Appropriate Box if a Member of a Group (see instructions)	
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	United States Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power
		0 shares
	6.	Shared Voting Power
		0 shares
	7.	Sole Dispositive Power
		0 shares
	8.	Shared Dispositive Power
		0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)	
	<input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9	
	0.0%	
12.	Type of Reporting Person (see instructions)	
	IN	

1.	Names of Reporting Persons	
	Patrick J. Heron	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	United States Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0 shares
	6.	Shared Voting Power 0 shares
	7.	Sole Dispositive Power 0 shares
	8.	Shared Dispositive Power 0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (see instructions) IN	

1.	Names of Reporting Persons	
	Albert Cha	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	United States Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power
		0 shares
	6.	Shared Voting Power
		0 shares
	7.	Sole Dispositive Power
		0 shares
	8.	Shared Dispositive Power
		0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)	
	<input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9	
	0.0%	
12.	Type of Reporting Person (see instructions)	
	IN	

1.	Names of Reporting Persons	
	James Brush	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization	
	United States Citizen	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power
		0 shares
	6.	Shared Voting Power
		0 shares
	7.	Sole Dispositive Power
		0 shares
	8.	Shared Dispositive Power
		0 shares
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0 shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)	
	<input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9	
	0.0%	
12.	Type of Reporting Person (see instructions)	
	IN	

Item 1(a). Name of Issuer: Gracell Biotechnologies Inc.

Item 1(b). Address of Issuer's Principal Executive Offices: Building 12, Block B, Phase II, Biobay Industrial Park, 218 Sangtian St., Suzhou Industrial Park, 215123, People's Republic of China

Item 2(a). Name of Person Filing:

The entities and persons filing this statement (collectively, the "Reporting Persons") are:

Frazier Life Sciences Public Fund, L.P. ("FLSPF")

FHMLSP, L.P.

FHMLSP, L.L.C.

James N. Topper ("Topper")

Patrick J. Heron ("Heron")

Albert Cha ("Cha")

James Brush ("Brush" and together with Topper, Heron and Cha, the "Members")

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address and principal business office of the Reporting Persons is:

c/o Frazier Life Sciences Management, L.P.

70 Willow Road, Suite 200

Menlo Park, CA 94025

Item 2(c). Citizenship:

Entities:	FLSPF	-	Delaware, U.S.A.
	FHMLSP, L.P.	-	Delaware, U.S.A.
	FHMLSP, L.L.C.	-	Delaware, U.S.A.
Individuals:	Topper	-	United States Citizen
	Heron	-	United States Citizen
	Cha	-	United States Citizen
	Brush	-	United States Citizen

Item 2(d). Title of Class of Securities: Ordinary Shares

Item 2(e). CUSIP Number: 38406L 103. This CUSIP number applies to the ADSs, each representing five Ordinary Shares of the Issuer.

Item 3. **If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount Beneficially Owned: See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class: See Row 11 of cover page for each Reporting Person
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote: See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of: See Row 7 of cover page for each Reporting Person.
 - (iv) Shared power to dispose or to direct the disposition of: See Row 8 of cover page for each Reporting Person.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Each member of the group is identified on the signature page to this Schedule 13G amendment.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2023

FRAZIER LIFE SCIENCES PUBLIC FUND, L.P.

By: FHMLSP, L.P., its General Partner

By: FHMLSP, L.L.C., its General Partner

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

Date: February 14, 2023

FHMLSP, L.P.

By: FHMLSP, L.L.C., its General Partner

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

Date: February 14, 2023

FHMLSP, L.L.C.

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

Date: February 14, 2023

By: *

James N. Topper

Date: February 14, 2023

By: *

Patrick J. Heron

Date: February 14, 2023

By: **

Albert Cha

Date: February 14, 2023

By: **

James Brush

Date: February 14, 2023

*By: /s/ Steve R. Bailey

Steve R. Bailey, as Attorney-in-Fact

* This Schedule 13G was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which was filed with the SEC on March 29, 2016.

** This Schedule 13G was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which was filed with the SEC on August 16, 2021.