

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).

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

1. Name and Address of Reporting Person* <u>Carlyle Group Inc.</u> _____ (Last) (First) (Middle) C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S _____ (Street) WASHINGTON DC 20004-2505 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jasper Therapeutics, Inc. [JSPR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former 10% Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Voting Common Stock	02/08/2024		P		190,000	A	\$12.95	1,066,189 ⁽¹⁾	I	See footnotes ⁽²⁾⁽³⁾

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)		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)					

1. Name and Address of Reporting Person*
Carlyle Group Inc.

 (Last) (First) (Middle)
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE. NW, SUITE 220S

 (Street)
 WASHINGTON DC 20004-2505

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Carlyle Holdings I GP Inc.

 (Last) (First) (Middle)
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE. NW, SUITE 220S

 (Street)
 WASHINGTON DC 20004-2505

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Carlyle Holdings I GP Sub L.L.C.

 (Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Holdings L.L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CG Subsidiary Holdings L.L.C.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC Group, LLC](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Investment Management LLC](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Genesis UK LLC](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Abingworth LLP](#)

(Last)	(First)	(Middle)
38 JERMYN STREET		
<hr/>		
(Street)		
LONDON, ENGLAND	X0	SW1Y 6DN
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Abingworth Bioventures VII LP		
<hr/>		
(Last)	(First)	(Middle)
38 JERMYN STREET		
<hr/>		
(Street)		
LONDON, ENGLAND	X0	SW1Y 6DN
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- The amount of Voting Common Stock reported herein reflects a 1-for-10 reverse stock split effected by the Issuer on January 4, 2024.
- Reflects securities held of record by Abingworth Bioventures VII LP ("ABV VII"). ABV VII has delegated to Abingworth LLP all investment and dispositive power over the securities held of record by ABV VII.
- The Carlyle Group Inc., which is a publicly traded entity listed on Nasdaq, is the sole shareholder of Carlyle Holdings I GP Inc., which is the sole member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which, with respect to the securities reported herein, is the managing member of CG Subsidiary Holdings L.L.C., which is the managing member of TC Group, L.L.C., which is the managing member of Carlyle Investment Management, L.L.C., which is the sole member of Carlyle Genesis UK LLC, which is the principal member of Abingworth LLP. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by ABV VII, but each disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein, if any.

Remarks:

Exhibit 24 - Power of Attorney.

[The Carlyle Group Inc., By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Chief Financial Officer](#) [02/12/2024](#)

[Carlyle Holdings I GP Inc., By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Managing Director and Chief Financial Officer](#) [02/12/2024](#)

[Carlyle Holdings I GP Sub L.L.C., By: Carlyle Holdings I GP Inc., its sole member, By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Managing Director and Chief Financial Officer](#) [02/12/2024](#)

[Carlyle Holdings I L.P., By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Managing Director](#) [02/12/2024](#)

[CG Subsidiary Holdings L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Managing Director](#) [02/12/2024](#)

[TC Group, L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Managing Director](#) [02/12/2024](#)

[Carlyle Investment Management L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Chief Financial Officer](#) [02/12/2024](#)

[Carlyle Genesis UK LLC, By: Carlyle Investment Management L.L.C., its sole member, By: /s/ Anne Frederick, Attorney-in-fact for John C. Redett, Chief Financial Officer](#) [02/12/2024](#)

[Abingworth LLP, By: /s/ John Heard, Authorized Signatory](#) [02/12/2024](#)

[Abingworth Bioventures VII LP, By: /s/ John Heard, Authorized Signatory.](#) [02/12/2024](#)

** 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.

POWER OF ATTORNEY

The undersigned understands that, from time to time, the Carlyle Companies (defined below) are required to prepare, execute, and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jeffrey Ferguson, Jeremy Anderson, Chintan Bhatt, Anne Frederick, Erica Herberg, Anat Holtzman, Andrew Howlett-Bolton, Joshua Lefkowitz, David Lobe, Elizabeth Muscarella, Sanket Patel, Robert Rosen, and Catherine Ziobro, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Carlyle Company and on behalf of each Carlyle Company, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933, as amended (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Carlyle Company, in the undersigned's capacity as a Chairman, authorized person, officer and/or director of each Carlyle Company, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Carlyle Company that may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Carlyle Companies or entities that directly or indirectly hold interests in the Carlyle Companies.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by The Carlyle Group Employee Co., L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Carlyle Companies" shall consist of: (i) Carlyle Group Management L.L.C., The Carlyle Group Inc., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., TC Group, L.L.C., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.L.C., CG Subsidiary Holdings L.L.C., TC Group Investment Holdings Limited Partner L.L.C., TC Group Investment Holdings, L.P., Carlyle Holdings III GP L.P., Carlyle Holdings III GP Sub L.L.C., Carlyle Holdings III L.P., TC Group Cayman L.P., TC Group Sub L.P., TC Group Investment Holdings Sub L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group Cayman, L.P., TC Group Cayman Sub L.P., Five Overseas CG Investment L.L.C. and (ii) the subsidiaries and affiliates of the foregoing in clause (i), including without limitation investment funds sponsored directly or indirectly by one or more of the Carlyle Companies.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of October, 2023.

By: /s/ John C. Redett
Name: John C. Redett
Title: Chief Financial Officer
