

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 144**

OMB APPROVAL	
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**NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER
WORK LOCATION

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

<b>1(a) NAME OF ISSUER (Please type or print)</b> <b>Gracell Biotechnologies Inc.</b>	<b>(b) IRS IDENT. NO.</b> <b>N/A</b>	<b>(c) S.E.C. FILE NO.</b> <b>001-39838</b>	<b>(e) TELEPHONE NO.</b> <small>AREA CODE                      NUMBER</small> <b>+86      15821053007</b>
<b>1(d) ADDRESS OF ISSUER</b> <b>Building 12, Block B, Phase II</b> <b>BIOBAY INDUSTRIAL PARK</b>	<b>STREET</b> <b>218 SANGTIAN ST</b> <b>SUZHOU</b> <b>INDUSTRIALPARK</b>	<b>CITY</b> <b>SUZHOU</b>	<b>STATE</b> <b>CHINA</b>
		<b>ZIP CODE</b> <b>215123</b>	

<b>2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD</b> <b>CAO WEI</b>	<b>(b) RELATIONSHIP TO ISSUER</b> <b>Chief Executive Officer</b>	<b>(c) ADDRESS STREET</b> <b>Same as Company</b>	<b>CITY</b>	<b>STATE</b>	<b>ZIP CODE</b>
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**INSTRUCTION:** *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities to be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units to be Sold (See instr. 3(c))	Aggregate Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	Approximate Date of sale (See instr. 3(f)) (MO. DAY YR.)	Name of Each Securities Exchange (See instr. 3(g))
<b>Ordinary Shares represented by ADS</b>	<b>Executive Services Group</b> <b>480 Washington Blvd – 26th Floor</b> <b>Jersey City, NJ 07310</b>		594,738 ADS	\$1,219,212.9 based on closing price \$2.05 of 17/01/2023	338,425,069 Ordinary Shares	2023/01/18-2023/05/20	NASDAQ

**INSTRUCTIONS:**

1.
  - (a) Name of Issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
2.
  - (a) Name of Person for whose account the securities are to be sold
  - (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (c) Such person's address, including zip code
3.
  - (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**TABLE I – SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold  
and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Ordinary shares represented by ADS	2021/08/01 to 2023/05/20	Cashless Exercise & Acquired Stock under Company's Share Incentive Plan	<b>Gracell Biotechnologies Inc.</b>	NA	NA	NA

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II – SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
NA	NA	NA	NA	NA

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Jan 18, 2023

DATE OF NOTICE

May 20, 2022

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.  
Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written plan or given trading instructions to satisfy Rule 10b5-1 under the exchange act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date*

**Conformed Signature on File**

**Signature**

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**