

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>ANDERSON EDWARD T</u> (Last) (First) (Middle) <u>C/O LYRA THERAPEUTICS, INC.</u> <u>480 ARSENAL WAY</u> (Street) <u>WATERTOWN MA 02472</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/30/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Lyra Therapeutics, Inc. [LYRA]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1/A Convertible Preferred Stock	(1)	(1)	Common Stock	33,572	(1)	I	See footnote ⁽²⁾
Series A-1/A Convertible Preferred Stock	(1)	(1)	Common Stock	16,455	(1)	I	See footnote ⁽³⁾
Series A-1/A Convertible Preferred Stock	(1)	(1)	Common Stock	50,027	(1)	I	See footnote ⁽⁴⁾
Series A-1/B Convertible Preferred Stock	(1)	(1)	Common Stock	32,066	(1)	I	See footnote ⁽²⁾
Series A-1/B Convertible Preferred Stock	(1)	(1)	Common Stock	15,717	(1)	I	See footnote ⁽³⁾
Series A-1/B Convertible Preferred Stock	(1)	(1)	Common Stock	47,783	(1)	I	See footnote ⁽⁴⁾
Series A-1/C Convertible Preferred Stock	(1)	(1)	Common Stock	88,500	(1)	I	See footnote ⁽²⁾
Series A-1/C Convertible Preferred Stock	(1)	(1)	Common Stock	43,377	(1)	I	See footnote ⁽³⁾
Series A-1/C Convertible Preferred Stock	(1)	(1)	Common Stock	56,519	(1)	I	See footnote ⁽⁴⁾
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	94,849	(1)	I	See footnote ⁽²⁾
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	46,489	(1)	I	See footnote ⁽³⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	60,573	(1)	I	See footnote ⁽⁴⁾
Series A-3 Convertible Preferred Stock	(1)	(1)	Common Stock	133,039	(1)	I	See footnote ⁽²⁾
Series A-3 Convertible Preferred Stock	(1)	(1)	Common Stock	65,208	(1)	I	See footnote ⁽³⁾
Series A-3 Convertible Preferred Stock	(1)	(1)	Common Stock	84,963	(1)	I	See footnote ⁽⁴⁾
Series A-4 Convertible Preferred Stock	(1)	(1)	Common Stock	108,614	(1)	I	See footnote ⁽²⁾
Series A-4 Convertible Preferred Stock	(1)	(1)	Common Stock	53,236	(1)	I	See footnote ⁽³⁾
Series A-4 Convertible Preferred Stock	(1)	(1)	Common Stock	69,364	(1)	I	See footnote ⁽⁴⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	90,613	(1)	I	See footnote ⁽²⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	44,413	(1)	I	See footnote ⁽³⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	57,868	(1)	I	See footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	70,200	(1)	I	See footnote ⁽²⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	34,408	(1)	I	See footnote ⁽³⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	44,832	(1)	I	See footnote ⁽⁴⁾
Common Warrants	01/17/2020	01/10/2030	Common Stock	21,060	8.63	I	See footnote ⁽²⁾
Common Warrants	01/17/2020	01/10/2030	Common Stock	10,322	8.63	I	See footnote ⁽³⁾
Common Warrants	01/17/2020	01/10/2030	Common Stock	13,449	8.63	I	See footnote ⁽⁴⁾

Explanation of Responses:

- The preferred stock is convertible at any time, at the holder's election and has no expiration date. Each share of preferred stock shall be automatically converted into 0.0289998 shares of common stock upon the closing of the Issuer's initial public offering.
- The reportable securities are owned directly by North Bridge Venture Partners V-A, L.P. ("NBVP V-A"). North Bridge Venture Management V, L.P. ("NBVM V") is the sole general partner of NBVP V-A and North Bridge Venture Management GP, LLC ("NBVM GP") is the sole general partner of NBVM V. Each of the Reporting Person, a member of the Issuer's board of directors, and Richard A. D'Amore ("D'Amore") are the managing members of NBVM GP and may be deemed to have shared voting and dispositive power over the shares held by NBVP V-A. Each of NBVM V, NBVM GP, the Reporting Person and D'Amore disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- The reportable securities are owned directly by North Bridge Venture Partners V-B, L.P. ("NBVP V-B"). NBVM V is the sole general partner of NBVP V-B and NBVM GP is the sole general partner of NBVM V. Each of the Reporting Person, a member of the Issuer's board of directors, and D'Amore are the managing members of NBVM GP and may be deemed to have shared voting and dispositive power over the shares held by NBVP V-B. Each of NBVM V, NBVM GP, the Reporting Person and D'Amore disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- The reportable securities are owned directly by North Bridge Venture Partners VI, L.P. ("NBVP VI"). North Bridge Venture Management VI, L.P. ("NBVM VI") is the sole general partner of NBVP VI and NBVM GP is the sole general partner of NBVM VI. Each of the Reporting Person, a member of the Issuer's board of directors, and D'Amore are the managing members of NBVM GP and may be deemed to have shared voting and dispositive power over the shares held by NBVP VI. Each of NBVM VI, NBVM GP, the Reporting Person and D'Amore disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

Exhibit 24 - Power of Attorney.

/s/ R. Don Elsey, Attorney-
in-Fact for Edward 04/30/2020
Anderson

** Signature of Reporting Date
Person

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 5 (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

With respect to holdings of and transactions in securities issued by Lyra Therapeutics, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of April, 2020.

Signature: /s/ Edward Anderson

Print Name: Edward Anderson

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

Maria Palasis, Ph.D.
R. Don Elsey