SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response: 0.5

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 A Abingwo	orting Person [*]	Requiring (Month/Da	2. Date of Event Requiring Statement (Month/Day/Year) 08/25/2021 3. Issuer Name and Ticker or Trading Symbol <u>eFFECTOR Therapeutics, Inc.</u> [EFTR]								
(Last) PRINCES F STREET (Street) LONDON (City)	(First) HOUSE 38 JE X0 (State)	(Middle) ERMYN SW1Y 6DN (Zip)	-		4. Relationship of Reportir Issuer (Check all applicable) Director Officer (give title below)	X 10% C	wner (specify	File 6. Ir (Ch	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)	Form: [(D) or li			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					4,822,114 ⁽¹⁾		Ι		See Footnote ⁽³⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Ex			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversi or Exerci Price of		5. Ownership Form: Direct (D)	Ownership (Instr.	
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security		or Indirect (I) (Instr. 5)	5)		
Earn-out Right		(2)	(2)	Common Stock	605,338	(2)		Ι	See Footnote ⁽³⁾		
Explanation of	Pesnonses.										

1. On August 25, 2021, pursuant to that certain Agreement and Plan of Merger, dated as of May 26, 2021 (the "Merger Agreement"), by and among the Issuer (f/k/a Locust Walk Acquisition Corp.), Locust Walk Merger Sub, Inc. ("Merger Sub"), and eFFECTOR Therapeutics, Inc. ("Old eFFECTOR"), Merger Sub merged with and into Old eFFECTOR with Old eFFECTOR surviving as a wholly owned subsidiary of the Issuer (the "Merger"). Upon consummation of the Merger (the "Effective Time"), each issued and outstanding share of common stock of Old eFFECTOR was automatically cancelled and converted into approximately 0.09657 (the "Exchange Ratio") shares of common stock of the Issuer. Represents 4,109,329 shares acquired in the Merger and 712,785 shares acquired in the private placement which closed concurrently with the Merger

2. Each earn-out right represents a contingent right to receive one share of the Issuer's common stock. Pursuant to an "Earn-Out" provision in the Merger Agreement, the earn-out rights vest upon the Issuer's common stock achieving a price per share which equals or exceeds \$20.00 over at least 20 trading days out of a 30 consecutive trading day period prior to August 26, 2023.

3. The securities of the Issuer are held by Abingworth Bioventures VI, LP ("Abingworth"). Abingworth Bioventures VI GP LP ("Abingworth GP") serves as the general partner of Abingworth. Abingworth General Partner VI LLP, serves as the general partner of Abingworth GP. Abingworth (acting by its general partner Abingworth GP, acting by its general partner Abingworth General Partner VI LLP) has delegated to Abingworth LLP ("ALLP"), all investment and dispositive power over the securities held by Abingworth. ALLP holds the reported securities indirectly through Abingworth. ALLP disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ John Heard

08/27/2021

** 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 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.