

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>SCHULER JACK W</u> (Last) (First) (Middle) 100 N. FIELD DRIVE SUITE 360 (Street) LAKE FOREST IL 60045 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>YIELD10 BIOSCIENCE, INC. [YTEN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2019	
	4. 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 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			
Common Stock	01/15/2020		C ⁽¹⁾		374,375	A	(2)	489,946 ⁽³⁾	I	See footnote ⁽⁴⁾

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock ⁽⁵⁾	\$0.2 ⁽¹⁶⁾	11/14/2019		P		3,155 ⁽⁶⁾		(7)	(9)	Common Stock	394,375 ⁽¹⁰⁾	\$1,000 ⁽¹¹⁾	3,155 ⁽¹²⁾	I	See footnote ⁽¹³⁾
Series A Warrants ⁽⁵⁾	\$0.2 ⁽¹⁶⁾	11/14/2019		P		3,155 ⁽⁶⁾		(8)	05/19/2022	Common Stock	394,375 ⁽¹⁰⁾	\$1,000 ⁽¹¹⁾	3,155 ⁽¹²⁾	I	See footnote ⁽¹³⁾
Series B Warrants ⁽⁵⁾	\$0.2 ⁽¹⁶⁾	11/14/2019		P		3,155 ⁽⁶⁾		(8)	05/19/2027	Common Stock	394,375 ⁽¹⁰⁾	\$1,000 ⁽¹¹⁾	3,155 ⁽¹²⁾	I	See footnote ⁽¹³⁾
Series B Convertible Preferred Stock ⁽¹⁴⁾	\$0.2 ⁽¹⁶⁾	01/15/2020		C ⁽¹⁵⁾			3,155	(7)	(9)	Common Stock	394,375 ⁽¹⁰⁾	\$1,000 ⁽¹¹⁾	0	I	See footnote ⁽¹³⁾

Explanation of Responses:

- The reported securities were issued by the Issuer upon the automatic conversion on January 15, 2020 of the Series B Convertible Preferred Stock acquired by the Jack W. Schuler Living Trust on November 15, 2019 (the "Convertible Stock").
- The Convertible Stock from which the reported securities converted was acquired as a component of a "Unit" issued by the Issuer. Each Unit was acquired by the Jack W. Schuler Living Trust at a cost of \$1,000 per Unit.
- The reported securities consist of the 465,328 shares of common stock owned by the Jack W. Schuler Living Trust, the 21 shares of common stock owned by the Renate Schuler Living Trust, and the 24,597 shares of common stock owned by the Schuler Family Foundation, in each case immediately following both (i) the 1-for-40 reverse stock split effected by the Issuer on January 15, 2020 and (ii) the conversion of the Convertible Stock on January 15, 2020.
- Jack W. Schuler has an indirect pecuniary interest the reported securities through (i) the Jack W. Schuler Living Trust, as its trustee and beneficiary, (ii) the Renate Schuler Living Trust, as the spouse of its trustee and beneficiary, and (iii) the Schuler Family Foundation, as its president.
- The reported derivative security was acquired as a component of a "Unit" issued by the Issuer. Each Unit consisted of (i) one share of Series B Convertible Preferred Stock, par value \$0.01 per share, convertible into 5,000 shares of common stock, (ii) one Series A Warrant to purchase 5,000 shares of common stock, and (iii) one Series B Warrant to purchase 5,000 shares of common stock.
- The reported securities, which are a component of a Unit, were acquired by the Jack W. Schuler Living Trust. 3,155 Units were acquired by the Jack W. Schuler Living Trust.
- The Series B Convertible Preferred Stock automatically converts into 5,000 shares of Common Stock upon the effectiveness of the filing with the Secretary of State of the State of Delaware of an amendment (the "Amendment") to the Issuer's Restated Certificate of Incorporation, as amended.
- The Series A Warrants and Series B Warrants are each exercisable on or after the date on which the Amendment is filed and accepted with the State of Delaware.
- The Series B Convertible Preferred Stock does not have an expiration date.
- The number of shares of Common Stock into which the reported derivative security is convertible or exercisable (or converted, as applicable) reflects the 1-for-40 reverse stock split effected by the Issuer effective January 15, 2020.
- Each Unit, of which the reported derivative securities are a component, cost \$1,000.
- The reported derivative security was acquired as a component of a Unit. 3,155 Units were acquired by the Jack W. Schuler Living Trust.
- Jack W. Schuler has an indirect pecuniary interest in the reported derivative securities through the Jack W. Schuler Living Trust, as its trustee and beneficiary.
- The reported derivative security was originally acquired as a component of a "Unit" by the Jack W. Schuler Living Trust on November 14, 2019.
- The reported derivative security automatically converted into Common Stock of the issuer on January 15, 2020 following the effectiveness of the Amendment.
- The reported exercise or conversion price is subject to adjustment.

/s/ Jack W. Schuler

01/30/2020

** 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.

