

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Societe des Produits Nestle S.A.</u> <hr/> (Last) (First) (Middle) AVENUE NESTLE 55 <hr/> (Street) CH-1800, VEVEY V8 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axcella Health Inc. [ AXLA ]</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) 09/08/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/08/2020		j <sup>(1)</sup>		4,305,541	A	\$4.42	4,305,541	D	

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Societe des Produits Nestle S.A.  


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 (Last) (First) (Middle)  
 AVENUE NESTLE 55  


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 (Street)  
 CH-1800, VEVEY V8  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NESTLE SA  


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 (Last) (First) (Middle)  
 AVENUE NESTLE 55  


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 (Street)  
 CH-1800, VEVEY V8  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. This transaction constitutes an internal transfer of 4,305,541 shares of Common Stock from Nestle Health Science US Holdings, Inc. ("NHS") to Societe des Produits Nestle S.A. ("SPN"). The Common Stock was held by NHS. NHS is a wholly owned subsidiary of NIMCO US, Inc. ("NIMCO"). NIMCO, in turn, is a wholly-owned subsidiary of Nestle US Holdco, Inc. ("Nestle US Holdco"), which is a wholly-owned subsidiary of SPN. The ultimate parent company of NHS, NIMCO, Nestle US Holdco and SPN is Nestle S.A. ("Nestle"). Following the transfer, SPN and Nestle may be deemed to share voting and investment power with respect to all shares of Common Stock. Nestle disclaims beneficial ownership of such shares of Common Stock except to the extent of its pecuniary interest therein. Subsequent to this internal transfer, each of NHS, NIMCO, and Nestle US Holdco no longer hold any shares of Common Stock and are therefore no longer Reporting Owners.

**Remarks:**

/s/ NESTLE HEALTH  
 SCIENCE US HOLDINGS,

09/09/2020

INC. By: Name: James Pepin,  
Title: Director and President  
/s/ NIMCO US, INC. By:  
Name: Dan Nugent, Title: 09/09/2020  
Chief Legal Officer and  
General Counsel  
/s/ NESTLE US HOLDCO,  
INC. By: Name: Michael 09/09/2020  
Prewitt, Title: Secretary  
/s/ NESTLE S.A. By: Name:  
Gregory Behar, Title: Deputy 09/09/2020  
Executive Vice President  
\*\* 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.**