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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Cellectis S.A.

(Name of Issuer)

Ordinary Shares, nominal value €0.05 per share

(Title of Class of Securities)

15117K103 (American Depositary Shares, each representing one Ordinary Share)

(CUSIP Number)

Sophie Paquin
Bpifrance Participations S.A.
6-8, boulevard Haussmann
75009 Paris
France
+33 1 53 89 55 73

With copy to: John C. Partigan Nixon Peabody LLP 799 9th Street NW, Suite 500 Washington, DC 20001 (202) 585-8000

((Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 12, 2021

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \boxtimes .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSII	P No. 15	117K1	03 (American Depositary Shares, each representing one Ordinary Share)			
1	Name of Reporting Person Bpifrance Participations S.A.					
2	Check	the Ap	propriate Box if a Member of a Group (See Instructions)			
(a)						
	(b)					
3	SEC U	Jse Onl	y			
4	Source	e of Fur	nds			
5	Check	Box if	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □			
6	Citizer France	_	r Place of Organization			
Numb		7	Sole Voting Power 0			
Shares	icially d by	8	Shared Voting Power 3,686,287 Ordinary Shares; 6,565,787 voting rights			
Each Repor		9	Sole Dispositive Power 0			
Person		10	Shared Dispositive Power 3,686,287 Ordinary Shares; 6,565,787 voting rights			
11			mount Beneficially Owned by Each Reporting Person dinary Shares; 6,565,787 voting rights			
12	Check	Box if	the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
13	Percent of Class Represented by Amount in Row (11) 8.6% of the Ordinary Shares; 13.4% of the voting rights ¹					
14	Type of Reporting Person (See Instructions) OO					
			ss is calculated based on 42,780,186 Ordinary Shares outstanding as of December 31, 2020, as published by Cellectis S.A. with the es Marchés Financiers) on December 31, 2020.			
			Page 2 of 8 Pages			

CUSII	P No. 15	117K1	03 (American Depositary Shares, each representing one Ordinary Share)			
1	Name of Reporting Person Caisse des Dépôts					
2 Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a)					
	(b)					
3	SEC U	Jse Onl	у			
4	Source	e of Fur	nds			
5	Check	Box if	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □			
6	Citizer France	•	r Place of Organization			
Numb		7	Sole Voting Power 0			
Shares Benefi Owne	icially	8	Shared Voting Power 3,961,387 Ordinary Shares; 6,840,887 voting rights			
Each Repor	-	9	Sole Dispositive Power 0			
Person	n With	10	Shared Dispositive Power 3,961,387 Ordinary Shares; 6,840,887 voting rights			
11			mount Beneficially Owned by Each Reporting Person dinary Shares; 6,840,887 voting rights			
12	Check	Box if	The Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
13	Percent of Class Represented by Amount in Row (11) 9.2% of the Ordinary Shares; 14% of the voting rights ²					
14	Type of Reporting Person (See Instructions) OO					
			ss is calculated based on 42,780,186 Ordinary Shares outstanding as of December 31, 2020, as published by Cellectis S.A. with the es Marchés Financiers) on December 31, 2020.			
			Page 3 of 8 Pages			

1 Name of Reporting Person								
	EPIC Bpifrance							
2	Check the Appropriate Box if a Member of a Group (See Instructions)							
	(a)							
	(b)							
3	SEC U	se Onl	у					
4	Source WC	of Fu	nds					
5	Check	Box if	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) \square					
6	Citizer France	_	r Place of Organization					
Numb		7	Sole Voting Power 0					
Share	icially	8	Shared Voting Power 3,686,287 Ordinary Shares; 6,565,787 voting rights					
Owne Each Repor	-	9	Sole Dispositive Power 0					
	n With	10	Shared Dispositive Power 3,686,287 Ordinary Shares; 6,565,787 voting rights					
11	11 Aggregate Amount Beneficially Owned by Each Reporting Person 3,686,287 Ordinary Shares; 6,565,787 voting rights							
12	Check	Box if	the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) \square					
13	Percent of Class Represented by Amount in Row (11) 8.6% of the Ordinary Shares; 13.4% of the voting rights ³							
14	Type of Reporting Person (See Instructions) OO							
			ss is calculated based on 42,780,186 Ordinary Shares outstanding as of December 31, 2020, as published by Cellectis S.A. with the es Marchés Financiers) on December 31, 2020.					
			Page 4 of 8 Pages					

1	Name	orting Person						
	Bpifra	nce S.A	A.					
2	Check	the Appropriate Box if a Member of a Group (See Instructions)						
	(a)							
	(b)							
3	SEC U	se Onl	у					
4	Source WC	of Fu	nds					
5	Check	Box if	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) \square					
6	Citizer France	_	r Place of Organization					
Numb		7	Sole Voting Power 0					
Share: Benef Owne	icially	8	Shared Voting Power 3,686,287 Ordinary Shares; 6,565,787 voting rights					
Each Repor	-	9	Sole Dispositive Power 0					
	n With	10	Shared Dispositive Power 3,686,287 Ordinary Shares; 6,565,787 voting rights					
11			mount Beneficially Owned by Each Reporting Person dinary Shares; 6,565,787 voting rights					
12	Check	Box if	the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13	Percent of Class Represented by Amount in Row (11) 8.6% of the Ordinary Shares; 13.4% of the voting rights ⁴							
14	4 Type of Reporting Person (See Instructions) OO							
			ss is calculated based on 42,780,186 Ordinary Shares outstanding as of December 31, 2020, as published by Cellectis S.A. with the es Marchés Financiers) on December 31, 2020.					
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Amendment No. 1 to Schedule 13D

This Amendment No. 1 ("Amendment No. 1") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 4, 2020 (the "Schedule 13D"). Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D, as amended. Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated as follows:

This Schedule 13D is filed jointly by (i) Bpifrance Participations S.A., a société anonyme incorporated under the laws of the Republic of France ("Bpifrance Participations"), (ii) the Caisse des Dépôts, a French special public entity (établissement spécial) ("CDC"), (iii) EPIC Bpifrance, a French public institution of industrial and commercial nature ("EPIC") and (iv) Bpifrance S.A., a société anonyme incorporated under the laws of the Republic of France. Bpifrance Participations, CDC, EPIC and Bpifrance S.A. are referred to herein collectively as the "Reporting Persons." The principal address for CDC is 56, rue de Lille, 75007 Paris, France. The principal address for Bpifrance Participations, Bpifrance S.A. and EPIC is 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France.

Bpifrance Participations is a French public investment entity specializing in the business of equity financing via direct investments or fund of funds. Bpifrance Participations is a subsidiary owned at 99.99% by Bpifrance S.A., a French credit institution. CDC and EPIC each hold 49.2% of the share capital of Bpifrance S.A. and jointly control Bpifrance S.A. CDC is principally engaged in the business of long-term investments. EPIC, a French public institution of industrial and commercial nature, is principally engaged in the business of banking finance.

Bpifrance S.A. may be deemed to be the beneficial owner of shares held by Bpifrance Participations, indirectly through its 99.99% ownership of Bpifrance Participations. CDC and EPIC may be deemed to be the beneficial owners of shares held by Bpifrance Participations, indirectly through their joint ownership and control of Bpifrance S.A.

Attached as Appendices A, B, C and D to Item 2 is information concerning the executive officers and directors of Bpifrance Participations, CDC, EPIC and Bpifrance S.A., respectively, required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

None of the Reporting Persons, nor, to the best of their knowledge, any of the persons referred to in Appendices A, B, C and D to Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

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Item 5. Interest in Securities of the Issuer.

Item 5(c) of the Schedule 13D is hereby amended and supplemented as follows:

(c) Bpifrance Participations purchased Ordinary Shares of Cellectis S.A. on the following dates at the daily average prices indicated below:

				Per Share	
Date		Shares	Av	verage Price	How Effected
September 8, 2020		22,527	\$	13.83	Open Market
September 9, 2020		4,665	\$	13.77	Open Market
September 9, 2020		22,758 (ADS)	\$	16.16	Open Market
September 10, 2020		2,271	\$	14.12	Open Market
September 11, 2020		4,588	\$	14.55	Open Market
September 14, 2020		2,407	\$	14.71	Open Market
September 24, 2020		2,632	\$	14.99	Open Market
September 25, 2020		2,780	\$	14.86	Open Market
	Total:	64,268			

CDC Croissance S.A., a wholly-owned subsidiary of CDC, purchased Ordinary Shares of Cellectis S.A. on the following date at the daily average price indicated below. As a result of this transaction, CDC Croissance S.A. holds 275,100 shares of Cellectis S.A. CDC may be deemed to be the beneficial owner of the shares held directly by Croissance S.A., indirectly through its ownership of CDC Croissance S.A.

	Date		Shares	er Share erage Price	How Effected
	July 31, 2020		500	\$ 13,56	Open Market
	Tot	al:	500		
Item 7.	Material to Be Filed as Exhibits.				
Exhibit	Description				
99 1	Joint Filing Agreement, dated as of February 12, 2021, by and among t	he R	enorting Persons		

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2021

Bpifrance Participations S.A.

By: /s/ Sophie Paquin
Name: Sophie Paquin

Title: Director of Legal Affairs

Caisse des Dépôts

By: /s/ Laurence Giraudon

Name: Laurence Giraudon

Title: Chief Operating Officer, Finance and Operations Department, Asset

Management Division

EPIC Bpifrance

: /s/ Sophie Paquin

Name: Sophie Paquin

Title: Director of Legal Affairs

Bpifrance S.A.

By: /s/ Boubakar Dione

Name: Boubakar Dione

Title: Group Director of Legal Affairs

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APPENDIX A

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

BPIFRANCE PARTICIPATIONS S.A.

The name, business address and present principal occupation or employment of each of the directors and executive officers of Bpifrance Participations S.A. are set forth below. The business address of each director and executive officer is Bpifrance Participations S.A., 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

BOARD OF DIRECTORS

Name	Present Principal Occupation or Employment
NICOLAS DUFOURCQ	Director, Chairman, Chief Executive Officer of Bpifrance Participations , and Chief Executive Officer of Bpifrance
CAROLE ABBEY DUVAL	Director, Head of the Steering Department at Caisse des Dépôts
ANTOINE SAINTOYANT	Director, Director of strategic holdings at Caisse des Dépôts
FREDERIC SAINT-GEOURS	Director, Director of Société nationale SNCF
FRENCH STATE, represented by CHARLES SARRAZIN	Director , in charge of shareholding interests in the Service & Finance sectors, Agence des Participations de l'Etat (French State Shareholding Agency)
CONSTANCE VALIGNY	Director , Assistant Director for macroeconomic policies, Direction Générale du Trésor (French Treasury)
CHLOE MAYENOBE	Director, deputy CEO Natixis Payment
VICTOIRE AUBRY	Director, Chief Financial Officer of Icade
SOPHIE STABILE	Director, Founder and CEO of Révérence
ROMAIN BONENFANT	Director, Chief, Service of Industry, General Directorate for Companies of the Ministry of Economy and Finance
EXECUTIVE OFFICERS	
Name	Present Principal Occupation or Employment
NICOLAS DUFOURCQ	Chief Executive Officer
JOSÉ GONZALO	Executive Director
PIERRE BENEDETTI	Chief Financial Officer

APPENDIX B

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

CAISSE DES DÉPÔTS

The name, business address and present principal occupation or employment of each of the members of the Management Committee of Caisse des Dépôts are set forth below. The business address of each director and executive officer is Caisse des Dépôts, c/o 56, rue de Lille, 75007 Paris, France. Unless otherwise indicated, each such person is a citizen of France.

MANAGEMENT COMMITTEE

Name	Present Principal Occupation or Employment
ERIC LOMBARD	Chief Executive Officer of Caisse des Dépôts
OLIVIER SICHEL	Deputy Chief Executive Officer of Caisse des Dépôts
NICOLAS DUFOURCQ	Chief Executive Officer of Bpifrance
Medlas boroured	Chief Executive Officer of Dpin ance
VIRGINIE CHAPRON-DU JEU	Director of Finance for the Caisse des Dépôts Group
PIERRE CHEVALIER	Head of Legal and Tax Department
NATHALIE TUBIANA	Risk Director of the Caisse des Dépôts Group
NATHALIE TUBIANA	Risk Director of the Caisse des Depots Group
OLIVIER MAREUSE	Chief Investment officer - Director of Savings Funds at Caisse des Dépôts
CATHERINE MAYENOBE	Secretary General of Caisse des Dépôts Group
DATH DENIA	C. L. D. M. M. C. H. H. D. D. H. H. D. D. H. H. H. D. H. H. H. D. H.
PAUL PENY	Caisse des Dépôts Group Human Resources Director
SOPHIE QUATREHOMME	Group Corporate Communications Director
MICHEL YAHIEL	Pensions and Solidarity Director
ANTOINE SAINTOYANT	Director of strategic holdings at Caisse des Dépôts
	2

APPENDIX C

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

EPIC BPIFRANCE

The name, business address and present principal occupation or employment of each of the directors and executive officers of EPIC Bpifrance are set forth below. The business address of each director and executive officer is EPIC Bpifrance, 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

DIRECTORS

Name	Present Principal Occupation or Employment					
CHRISTIAN BODIN	Director, Chairman, Chief Executive Officer of EPIC Bpifrance					
PIERRE-LOUIS AUTIN	Director, Head of department SITTAR at the Higher Education, Research and Innovation Ministry					
YANN POUËZAT	Director , Deputy Director at the Directorate of Financing, Industry and Market of the Ministry of Economy and Finance					
ALBAN HAUTIER	Director , Deputy Director at the General Directorate for Budget of the Ministry of Economy and Finance					
VINCENT TEJEDOR	Director , Assistant Director in charge of the development of enterprises, General Directorate for Companies of the Ministry of Economy and Finance					
NAOMI PERES	Director, Deputy General Secretary for Public Investment					
	3					

APPENDIX D

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of BPIFRANCE S.A.

The name, business address and present principal occupation or employment of each of the directors and executive officers of Bpifrance S.A. are set forth below. The business address of each director and executive officer is Bpifrance S.A., 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

DIRECTORS

Name	Present Principal Occupation or Employment					
ERIC LOMBARD	Director, Chairman, Chief Executive Officer of the Caisse des Dépôts					
NICOLAS DUFOURCQ	Director, Chief Executive Officer of Bpifrance and Director, Chairman and Chief Executive Officer of Bpifrance Participations					
MARTIN VIAL	Director, Chairman of the Agence des Participations de l'Etat (French State Shareholding Agency)					
MARIE DELEAGE	Director representing the employees of Bpifrance					
PHILIPPE BAYEUX	Director representing the employees of Bpifrance					
VIRGINIE CHAPRON-DU JEU	Director, Director of Finance for the Caisse des Dépôts Group					
CLAIRE DUMAS	Director , Finance Director at Société Générale					
CATHERINE LAGNEAU	Director , Deputy Director of the General council of economy					
ANTOINE SAINTOYANT	Director, Director of strategic holdings at Caisse des Dépôts					
BERNARD DELPIT	Director, Chief Financial Officer of Safran					
ANNABEL ANDRE	Director , Vice-president of the Regional Council of Auvergne-Rhone-Alpes, delegate for the economy and companies					
HAROLD HUWART	Director , Vice-president of the Regional Council of Centre-Val-de-Loire, in charge of the economy, farming and associations					
CAROLE ABBEY DUVAL	Director, Head of the Steering Department at Caisse des Dépôts					
DIANE SIMIU	Director , deputy of the general commissioner for sustainable development at the Ministry for economic and solidarity transition					
	4					

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D (including amendments thereto) is filed on behalf of each of the undersigned and that all subsequent amendments to this foregoing shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Dated: February 12, 2021

Bpifrance Participations S.A.

By: /s/ Sophie Paquin
Name: Sophie Paquin

Title: Director of Legal Affairs

Caisse des Dépôts

By: /s/ Laurence Giraudon

Name: Laurence Giraudon

Title: Chief Operating Officer, Finance and Operations Department, Asset

Management Division

EPIC Bpifrance

By: /s/ Sophie Paquin
Name: Sophie Paquin

Title: Director of Legal Affairs

Bpifrance S.A.

By: /s/ Boubakar Dione

Name: Boubakar Dione

Title: Group Director of Legal Affairs