# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*



(Name of Issuer)

Ordinary Shares (Title of Class of Securities)

15117K103

(CUSIP Number)

Long Focus Capital Management LLC 207 Calle Del Parque A&M Tower, 8th Floor San Juan, PR 00912 (787) 333-0240

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

December 31, 2023

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 $\boxtimes$  Rule 13d-1(b)

 $\square$  Rule 13d-1(c)

 $\square$  Rule 13d-1(d)

\* 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 (however, see the Notes).

CUSIP No. 15117K	103	13G	Page 2 of 10 Pages
	F REPORTING PERSONS NTIFICATION NOS. OF ABOV	/E PERSONS (ENTITIES ONLY)	
LONG FC 46-277203	OCUS CAPITAL MANAGEMI 5	ENT, LLC	
2. CHECK T (see instruction (a) □ (b) ⊠	HE APPROPRIATE BOX IF A ctions)	MEMBER OF A GROUP	
3. SEC USE	ONLY		
4. CITIZENS	HIP OR PLACE OF ORGANIZ	ATION	
DELAWAI	RE, USA		
	5. SOLE VOTING POV	VER	
	0		
NUMBER OF SHARES	6. SHARED VOTING	POWER	
BENEFICIALLY OWNED BY	4,487,293		
EACH	7. SOLE DISPOSITIVI	E POWER	
REPORTING PERSON WITH	0		
	8. SHARED DISPOSIT	IVE POWER	
	4,487,293		
9. AGGREGA	ATE AMOUNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON	
4,487,293			
10. CHECK IF (see instruc		Γ IN ROW (9) EXCLUDES CERTAIN SHARES	
11. PERCENT	OF CLASS REPRESENTED F	BY AMOUNT IN ROW (9)	
6.3%			
12. TYPE OF	REPORTING PERSON (see ins	tructions)	
IA			

CUSIP No. 15117	K103	13G	Page 3 of 10 Pages		
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
LONG F 46-30047	FOCUS CAPITAL MASTER, L' 723	FD.			
2. CHECK (see instr (a) □ (b) ⊠	THE APPROPRIATE BOX IF A uctions)	MEMBER OF A GROUP			
3. SEC USI	E ONLY				
4. CITIZEN	SHIP OR PLACE OF ORGANIZ	ZATION			
САҮМА	N ISLANDS				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	$\frac{2,415,996}{7.}$ $7.  \text{SOLE DISPOSITIV}$ $\frac{0}{8.}  \text{SHARED DISPOSI'}$	POWER E POWER			
9. AGGRE0		LY OWNED BY EACH REPORTING PERSON			
10. CHECK		T IN ROW (9) EXCLUDES CERTAIN SHARES			
11. PERCEN 3.4%	IT OF CLASS REPRESENTED I	BY AMOUNT IN ROW (9)			
	F REPORTING PERSON (see ins	structions)			
FI					

			RTING PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	CONDAGUA	A, LLC	
	47-3021161		
2.			ROPRIATE BOX IF A MEMBER OF A GROUP
	(see instructio	ons)	
	(a) □ (b) ⊠		
3.	SEC USE ON	IIY	
5.	SEC OSE ON		
4.	CITIZENSHI	P OR I	PLACE OF ORGANIZATION
	DELAWARE,		
		5.	SOLE VOTING POWER
			0
	BER OF	6.	SHARED VOTING POWER
	ARES	0.	Shriked vormorowek
	FICIALLY		2,071,297
	IED BY ACH	7.	SOLE DISPOSITIVE POWER
	ORTING		
	ON WITH		0
		8.	SHARED DISPOSITIVE POWER
			2,071,297
9.	AGGREGAT	E AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,071,297 sha	res	
10.	(see instructions)		
	ζ.	,	
11.	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (9)
	2.9%		
		PORT	ING PERSON (see instructions)
	00		

CUSIP No. 15117K10	3	13G	Page 5 of 10 Pages
	REPORTING PERSONS FIFICATION NOS. OF ABOVE PERSONS (I	ENTITIES ONLY)	
JOHN B. H			
2. CHECK TH (see instruct (a) □	E APPROPRIATE BOX IF A MEMBER OF A ons)	A GROUP	
(b) 🗵			
3. SEC USE O	ЛLY		
4. CITIZENSH	IP OR PLACE OF ORGANIZATION		
USA			
	5. SOLE VOTING POWER		
NUMBER OF	0 6. SHARED VOTING POWER		
SHARES	6. SHARED VOTING POWER		
BENEFICIALLY	4,487,293		
OWNED BY EACH	7. SOLE DISPOSITIVE POWER		
REPORTING			
PERSON WITH	0 8. SHARED DISPOSITIVE POWER		
	4,487,293		
9. AGGREGA	E AMOUNT BENEFICIALLY OWNED BY	EACH REPORTING PERSON	
4,487,293 sł	ares		
10. CHECK IF (see instruct	THE AGGREGATE AMOUNT IN ROW (9) E ons) $\Box$	XCLUDES CERTAIN SHARES	
11. PERCENT O	OF CLASS REPRESENTED BY AMOUNT IN	N ROW (9)	
6.3%			
12. TYPE OF R	EPORTING PERSON (see instructions)		
IN			

	3	13G	Page 6 of 10 Pages
	REPORTING PERSONS IFICATION NOS. OF ABOVI	E PERSONS (ENTITIES ONLY)	
A. GLENN H	IELMERS		
2. CHECK THE (see instruction (a) □ (b) ⊠	APPROPRIATE BOX IF A Mons)	IEMBER OF A GROUP	
3. SEC USE ON	LY		
4. CITIZENSHII	P OR PLACE OF ORGANIZA	ATION	
USA			
-	5. SOLE VOTING POW	ER	
NUMBER OF SHARES BENEFICIALLY OWNED BY	0 6. SHARED VOTING PO 2,071,297 7. SOLE DISPOSITIVE		
EACH REPORTING PERSON WITH	0 8. SHARED DISPOSITI		
9 AGGREGATE	2,071,297	OWNED BY EACH REPORTING PERSON	
9. AGGREGAT		OWNED BY EACH REPORTING PERSON	
	HE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES CERTAIN SHARES	
11. PERCENT OF	F CLASS REPRESENTED BY	Y AMOUNT IN ROW (9)	
2.9%			
12. TYPE OF REL	PORTING PERSON (see instr	uctions)	
IN			

# CUSIP No. 15117K103

# Item 1.

- (a) Name of Issuer CELLECTIS S.A.
- (b) Address of Issuer's Principal Executive Offices
   8, rue de la Croix Jarry
   Paris, LLE-DE-FRANCE IO 750130
   France

# Item 2.

- (a) Name of Person Filing
   LONG FOCUS CAPITAL MANAGEMENT, LLC
   LONG FOCUS CAPITAL MASTER, LTD.
   CONDAGUA, LLC
   JOHN B. HELMERS
   A. GLENN HELMERS
- (b) Address of the Principal Office or, if none, residence
   207 CALLE DEL PARQUE
   A&M TOWER, 8TH FLOOR
   SAN JUAN, PR 00912

(c) Citizenship

Long Focus Capital Management, LLC, a Delaware single member limited liability company;
Long Focus Capital Master, LTD., a Cayman Islands limited company;
Condagua, LLC, a Delaware single member limited liability company;
John B. Helmers, a United States citizen; and
A. Glenn Helmers, a United States citizen.

- (d) Title of Class of Securities Ordinary Shares
- (e) CUSIP Number 15117K103

#### Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) D Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
- (b)  $\square$  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  $\Box$  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) 🗖 Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  $\boxtimes$  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  $\Box$  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  $\Box$  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  $\Box$  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information required by Items 4(a) - (c) is set forth in Rows (5) - (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person. Such information is as of the close of business on December 31, 2023.

Long Focus Capital Management, LLC, John B. Helmers, and A. Glenn Helmers directly own no Ordinary Shares. Pursuant to an investment management agreement, Long Focus Capital Management, LLC maintains investment and voting power with respect to the securities held by Long Focus Capital Master, Ltd. John B. Helmers controls Long Focus Capital Management, LLC, and has investment and voting power with respect to Condagua, LLC. A. Glenn Helmers controls Condagua, LLC.

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

## CUSIP No. 15117K103

#### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

Instruction. Dissolution of a group requires a response to this item.

NOT APPLICABLE

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group.

NOT APPLICABLE

# Item 9. Notice of Dissolution of Group.

#### NOT APPLICABLE

## Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## CUSIP No. 15117K103

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.

Date: February 14, 2024

# LONG FOCUS CAPITAL MANAGEMENT, LLC

/s/ John B. Helmers

John B. Helmers/Managing Member

## LONG FOCUS CAPITAL MASTER, LTD.

BY: LONG FOCUS CAPITAL MANAGEMENT, LLC ITS: INVESTMENT ADVISER

/s/ John B. Helmers John B. Helmers/Managing Member

## CONDAGUA, LLC

/s/ A. Glenn Helmers

A. Glenn Helmers/Managing Member

## JOHN B. HELMERS

/s/ John B. Helmers John B. Helmers

## A. GLENN HELMERS

/s/ A. Glenn Helmers

A. Glenn Helmers

#### JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it 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 he or it knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2024.

# LONG FOCUS CAPITAL MANAGEMENT, LLC

/s/ John B. Helmers John B. Helmers/Managing Member

#### LONG FOCUS CAPITAL MASTER, LTD.

BY: LONG FOCUS CAPITAL MANAGEMENT, LLC ITS: INVESTMENT ADVISER

/s/ John B. Helmers John B. Helmers/Managing Member

#### CONDAGUA, LLC

/s/ A. Glenn Helmers A. Glenn Helmers/Managing Member

# JOHN B. HELMERS

/s/ John B. Helmers John B. Helmers

#### A. GLENN HELMERS

/s/ A. Glenn Helmers

A. Glenn Helmers