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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

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 7, 2023

(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 $\S\S 240.13d-1(e)$, 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.

CUSIP No. 15117K103 (American Depositary Shares, each representing one Ordinary Share)				
1	Name of Reporting Person Bpifrance Participations S.A.			
2	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)			
(b)				
3	SEC Use Only			
4	Source of Funds WC			
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □			
6	Citizenship or Place of Organization France			
		7	Sole Voting Power 0	
Number Shares Benefic	ially	8	Shared Voting Power 5,873,247 Ordinary Shares; 8,752,747 voting rights	
Owned Each Reportin Person	ng	9	Sole Dispositive Power 0	
		10	Shared Dispositive Power 5,873,247 Ordinary Shares; 8,752,747 voting rights	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,873,247 Ordinary Shares; 8,752,747 voting rights			
12	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) 10.6% of the Ordinary Shares ¹ ; 14.2% of the voting rights			
14	14 Type of Reporting Person (See Instructions) OO			
¹ Percen	tage is ca	lculated	based on 55,475,610 Ordinary Shares, as reported by the Issuer in its Form 6-K filed with the SEC on February 8, 2023.	
	Page 2 of 7 Pages			

CUSIP	No. 151	17K103 ((American Depositary Shares, each representing one Ordinary Share)		
1	Name of Reporting Person Caisse des dépôts et consignations				
2	Check	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)				
	(b)				
3		Jse Only			
4	Source of Funds WC				
5	Check	Box if D	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) \Box		
6	Citize France		Place of Organization		
		7	Sole Voting Power 0		
Number Shares Benefic	ially	8	Shared Voting Power 6,427,497 Ordinary Shares; 9,306,997 voting rights		
Owned Each Reporting Person	ng	9	Sole Dispositive Power 0		
		10	Shared Dispositive Power 6,427,497 Ordinary Shares; 9,306,997 voting rights		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,427,497 Ordinary Shares; 9,306,997 voting rights				
12	2 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □				
13	Percent of Class Represented by Amount in Row (11) 11.6% of the Ordinary Shares ² ; 15.1% of the voting rights				
14	Type of Reporting Person (See Instructions) OO				
² Perce Februa			lated based on 55,475,610 Ordinary Shares, as reported by the Issuer in its Form 6-K filed with the SEC on		
			Page 3 of 7 Pages		

1			(American Depositary Shares, each representing one Ordinary Share)		
1	Name of Reporting Person EPIC Bpifrance				
2	Check	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)				
2	(p)				
3	SEC Use Only				
7	Source of Funds WC				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items $2(d)$ or $2(e)$				
6	Citizenship or Place of Organization France				
		7	Sole Voting Power 0		
Number of Shares Beneficially Owned by Each Reporting Person With		8	Shared Voting Power 5,873,247 Ordinary Shares; 8,752,747 voting rights		
		9	Sole Dispositive Power 0		
		10	Shared Dispositive Power 5,873,247 Ordinary Shares; 8,752,747 voting rights		
11			ount Beneficially Owned by Each Reporting Person nary Shares; 8,752,747 voting rights		
12	Check	Box if th	he Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		
13	Percent of Class Represented by Amount in Row (11) 10.6% of the Ordinary Shares ³ ; 14.2% of the voting rights				
14	Type of Reporting Person (See Instructions) OO				
Perce Februa	entage i	is calcul 023.	lated based on 55,475,610 Ordinary Shares, as reported by the Issuer in its Form 6-K filed with the SEC on		
			Page 4 of 7 Pages		

CUSIP 1	No. 151	17K103	(American Depositary Shares, each representing one Ordinary Share)			
1	Name of Reporting Person Bpifrance S.A.					
2	Check	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)					
	(b)					
3	-	Jse Only				
4	Source of Funds WC					
5	Check	Box if I	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6	Citizenship or Place of Organization France					
		7	Sole Voting Power 0			
Number Shares Benefici	ially	8	Shared Voting Power 5,873,247 Ordinary Shares; 8,752,747 voting rights			
Owned Each Reportin	ng	9	Sole Dispositive Power 0			
		10	Shared Dispositive Power 5,873,247 Ordinary Shares; 8,752,747 voting rights			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,873,247 Ordinary Shares; 8,752,747 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) 10.6% of the Ordinary Shares ⁴ ; 14.2% of the voting rights					
14	Type of Reporting Person (See Instructions) OO					
⁴ Percer Februar	ntage i	s calcul	lated based on 55,475,610 Ordinary Shares, as reported by the Issuer in its Form 6-K filed with the SEC on			
	Page 5 of 7 Pages					

Amendment No. 2 to Schedule 13D

This Amendment No. 2 ("Amendment No. 2") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 4, 2020, as amended by Amendment No. 1 filed with the SEC on February 12, 2021 (collectively, the "Schedule 13D"). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

The percentage ownership of Ordinary Shares is based on 54,367,810 Ordinary Shares outstanding after the offering, as reported by the Issuer in the Prospectus Supplement filed pursuant to Rule 424(b)(5) filed on February 2, 2023, and an additional 1,107,800 Ordinary Shares as a result of the exercise by the underwriters of their option to purchase additional shares, as reported by the Issuer in its Form 6-K filed with the SEC on February 8, 2023.

Bpifrance Participations participated in the offering and purchased 2,186,960 American Depositary Shares, or ADSs, at the offering price of \$2.50 per ADS. Each ADS represents one Ordinary Share.

All of the Ordinary Shares that are held of record by the Reporting Persons as reported herein were acquired for investment purposes. The Reporting Persons retain the right to change their investment intent, from time to time to acquire additional Ordinary Shares or other securities of the Issuer, or to sell or otherwise dispose of all or part of the Ordinary Shares or other securities of the Issuer, if any, beneficially owned by them, in any manner permitted by law. The Reporting Persons may engage from time to time in ordinary course transactions with financial institutions with respect to the securities described herein

Except as set forth above, none of the Reporting Persons currently has any plans or proposals which would be related to or would result in any of the matters described in Items 4(a)-(j) of the Instructions to Schedule 13D. However, as part of the ongoing evaluation of investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, may hold discussions with or make formal proposals to management or the board of directors of the Issuer or other third parties regarding such matters.

Item 5. Interest in Securities of the Issuer.

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

Except as described above, there have been no reportable transactions with respect to the Ordinary Shares of the Issuer within the last 60 days by the Reporting Persons.

Item 7. Material to Be Filed as Exhibits.

Exhibit	Description
99.1	Joint Filing Agreement, dated as of February 12, 2021, by and among the Reporting Persons (incorporate by reference to Exhibit 99.1 to Amendment No. 1 to Schedule 13D filed on February 12, 2021).
	Page 6 of 7 Pages

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 14, 2023

Bpifrance Participations S.A.

By: /s/ Sophie Paquin
Name: Sophie Paquin

Title: Director of Legal Affairs

Caisse des dépôts et consignations

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

Page 7 of 7 Pages

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

CDC CROISSANCE S.A.

The name, business address and present principal occupation or employment of each of each of the directors and executive officers of CDC Croissance S.A. are set forth below. The business address of each director and executive officer is CDC Croissance S.A., c/o 209, rue de l'Université, 75007 Paris, France. Unless otherwise indicated, each such person is a citizen of France.

BOARD OF DIRECTORS

Name	Present Principal Occupation or Employment
OLIVIER MAREUSE	Director of Asset Management and Savings Funds at Caisse des Dépôts. Deputy Director General
VIRGINIE CHAPRON-DU JEU	Director of Risk at the Caisse des Dépôts Group
LAURENT DEBORDE	
FRANÇOIS-LOUIS RICARD	
NICOLAS FOURT	
EXECUTIVE OFFICERS	
Name	Present Principal Occupation or Employment
CHRISTOPHE BOURDILLON	
	2

APPENDIX C

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 DUFOURCO	Chief Executive Officer of Bpifrance
. He ozna zer cente q	Canol Encount Canoli & Epinano
VIRGINIE CHAPRON-DU JEU	Director of Risk at the Caisse des Dépôts Group
PIERRE CHEVALIER	Head of Legal and Tax Department
NATHALIE TUBIANA	Director of Finance at the Caisse des Dépôts Group
,	
OLIVIER MAREUSE	Director of Asset Management and Savings Funds at Caisse des Dépôts. Deputy Director General
CATHEDINE MAVENODE	D'action (O. a. d'action I.B. d'action (C. a. d'action Marchael Barta Marchael Branch
CATHERINE MAYENOBE	Director of Operations and Business Transformation Management. Deputy Managing Director
AURELIE ROBINEAU-ISRAEL	Caisse des Dépôts Group Human Resources Director
SOPHIE QUATREHOMME	Group Corporate Communications Director
MICHEL YAHIEL	Pensions and Solidarity Director
MICHEL TAIHEL	rensions and solidarity Director
ANTOINE SAINTOYANT	Director of strategic holdings at Caisse des Dépôts
	· · · · · · · · · · · · · · · · · · ·
MARIE-LAURE GADRAT	Chief of Staff to the Director Général
	3

APPENDIX D

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
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APPENDIX E

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

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
	5