

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)\*

VERICEL CORP

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(Name of Issuer)

COMMON STOCK

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(Title of Class of Securities)

92346J108

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(CUSIP Number)

September 30, 2024

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(Date of Event Which Requires Filing of This Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5 Pages)

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\*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 the disclosures provided in a prior cover page.

The information required in 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).

<b>1</b>	NAME OF REPORTING PERSON STATE STREET CORPORATION I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 04-2456637	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input type="checkbox"/> (b) <input type="checkbox"/></span>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION MA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 2,275,713
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 2,429,558
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,429,558.00	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0%	
<b>12</b>	TYPE OF REPORTING PERSON HC	

**Item 1(a). NAME OF ISSUER**

VERICEL CORP

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

64 SIDNEY STREET CAMBRIDGE MA 02139 UNITED STATES

**Item 2(a). NAME OF PERSON FILING**

STATE STREET CORPORATION

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

ONE CONGRESS STREET, SUITE 1, BOSTON MA 02114, UNITED STATES

**Item 2(c). CITIZENSHIP**

MA

**Item 2(d). TITLE OF CLASS OF SECURITIES**

COMMON STOCK

**Item 2(e). CUSIP NUMBER**

92346J108

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§240.13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**STATE STREET  
CORPORATION

- |     |                                     |   |
|-----|-------------------------------------|---|
| (a) | <input type="checkbox"/>            | Broker or dealer registered under Section 15 of the Act;  |
| (b) | <input type="checkbox"/>            | Bank as defined in Section 3(a)(6) of the Act;  |
| (c) | <input type="checkbox"/>            | Insurance company as defined in Section 3(a)(19) of the Act;  |
| (d) | <input type="checkbox"/>            | Investment company registered under Section 8 of the Investment Company Act of 1940;  |
| (e) | <input type="checkbox"/>            | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);   |
| (f) | <input type="checkbox"/>            | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  |
| (g) | <input checked="" type="checkbox"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);  |
| (h) | <input type="checkbox"/>            | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  |
| (i) | <input type="checkbox"/>            | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; |
| (j) | <input type="checkbox"/>            | A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);  |
| (k) | <input type="checkbox"/>            | Group, in accordance with §240.13d-1(b)(1)(ii)(K).  |

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**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.

(a)	Amount beneficially owned:	<u>2,429,558.00</u>
(b)	Percent of class:	<u>5.0%</u>
(c)	Number of shares as to which the person has:	
	(i)	Sole power to vote or to direct the vote: <u>0</u>
	(ii)	Shared power to vote or to direct the vote: <u>2,275,713</u>
	(iii)	Sole power to dispose or to direct the disposition of: <u>0</u>
	(iv)	Shared power to dispose or to direct the disposition of: <u>2,429,558</u>

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

**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

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

**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 OR CONTROL PERSON**

SSGA FUNDS MANAGEMENT, INC. (IA) STATE STREET GLOBAL ADVISORS EUROPE LIMITED (IA) STATE STREET GLOBAL ADVISORS LIMITED (IA) STATE STREET GLOBAL ADVISORS TRUST COMPANY (IA) STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED (IA) STATE STREET GLOBAL ADVISORS, LTD. (IA)

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

NOT APPLICABLE

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

NOT APPLICABLE

**Item 10. CERTIFICATION**

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 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, other than activities solely in connection with a nomination under § 240.14a-11

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: October 14, 2024

ELIZABETH SCHAEFER, SENIOR VICE  
PRESIDENT, CHIEF ACCOUNTING  
OFFICER

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**