

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Halpin Michael</u>  (Last) (First) (Middle) C/O VERICEL CORPORATION 64 SIDNEY STREET  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vericel Corp [ VCEL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	02/06/2022		M		1,875	A	\$0 <sup>(1)</sup>	7,678	D	
Common Stock	02/06/2022		F		931 <sup>(2)</sup>	D	\$33.91	6,747	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)				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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(3)	02/06/2022		M			1,875	(1)	(4)	Common Stock	1,875	\$33.91	1,875	D	

**Explanation of Responses:**

- The shares of common stock were acquired by the Reporting person as a result of the vesting of RSUs granted to the Reporting Person on February 6, 2019. The remaining RSUs will vest on February 6, 2023.
- These shares were withheld by the Issuer to satisfy the tax withholding requirements in connection with the vesting of Restricted Stock Units.
- Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of common stock of Vericel Corporation.
- No expiration date for this type of award.

**Remarks:**

/s/ Sean Flynn, as Attorney-in-Fact for Michael Halpin 02/08/2022

\*\* 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.

Vericel Corporation

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LIMITED POWER OF ATTORNEY FOR

SECTION 16 AND RULE 144 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints each

of Dominick Colangelo, Gerard Michel and Mitchell S. Bloom as the undersigned's true and lawful

attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place

and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments

thereto) with respect to the securities of Vericel Corporation, a Michigan corporation (the "Company"),

with the United States Securities and Exchange Commission, any national securities exchanges and the

Company, as considered necessary or advisable under Section 16(a) of the

Securities Exchange Act of

1934 and the rules and regulations promulgated thereunder, as amended from time to time (the

"Exchange Act");

(2) prepare, execute, acknowledge, deliver and file Forms 144 in accordance with Rule 144 under

the Securities Act of 1933 (the Securities Act), and other documents in connection therewith as

necessary or desirable to be done under Rule 144;

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information

on transactions in the Company's securities from any third party, including brokers, employee benefit plan

administrators and trustees, and the undersigned hereby authorizes any such person to release any such

information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or

desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in his or her

discretion on information provided to such attorney-in-fact without independent verification of such

information;

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(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned

pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as

such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's

responsibility to comply with the requirements of the Exchange Act or the Securities Act, (ii) any liability of

the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the

undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with

the undersigned's obligations under the Securities Act or the Exchange Act, including without limitation

the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority

to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done

in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could

do if present, with full power of substitution or revocation, hereby ratifying and confirming all that such

attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done

by virtue of this Power of Attorney and the rights and powers herein granted.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a

signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as

of this 18th day of June, 2019.

/s/ Michael Halpin  
Signature

Michael Halpin  
Print Name

