

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Flagship Pioneering Inc.</u> (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY, SUITE 800E (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sana Biotechnology, Inc. [SANA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	09/13/2023		J ⁽¹⁾		2,825,989	D	(1)	8,615,337	I	By Flagship VentureLabs V, LLC ⁽²⁾
Common Stock	09/13/2023		J ⁽³⁾		4,926,378	D	(3)	8,057,470 ⁽⁴⁾	I	By Flagship Ventures Fund V, L.P. ⁽⁴⁾
Common Stock	09/13/2023		J ⁽³⁾		345,069	D	(3)	1,035,208	I	By Flagship V VentureLabs Rx Fund, L.P. ⁽⁵⁾
Common Stock	09/13/2023		J ⁽³⁾		1,181,745	D	(3)	0	I	By Flagship Ventures Fund V General Partner LLC ⁽⁶⁾
Common Stock	09/13/2023		J ⁽⁷⁾		2,431,281	D	(7)	7,293,841	I	By Flagship Pioneering Fund VI, L.P. ⁽⁸⁾
Common Stock	09/13/2023		J ⁽⁷⁾		70,813	D	(7)	0	I	By Flagship Pioneering Fund VI General Partner LLC ⁽⁹⁾
Common Stock								581,695 ⁽¹⁰⁾	I	See footnote ⁽¹⁰⁾

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)					

1. Name and Address of Reporting Person*

[Flagship Pioneering Inc.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund V General Partner LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund V, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship V VentureLabs Rx Fund, L.P.](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship VentureLabs V Manager LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship VentureLabs V LLC](#)

(Last) (First) (Middle)

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Pioneering Fund VI General Partner LLC](#)

(Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Pioneering Fund VI, L.P.](#)

(Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AFEYAN NOUBAR](#)

(Last) (First) (Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. On September 13, 2023, Flagship VentureLabs V LLC ("VentureLabs V") distributed in-kind to its members, pro rata and without consideration, 2,825,989 shares of the Issuer's common stock. The aforementioned distribution was made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.
2. Represents shares held directly by VentureLabs V. Flagship VentureLabs V Manager LLC ("VentureLabs V Manager") is the manager of VentureLabs V. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of VentureLabs V Manager. Dr. Afeyan is the CEO and sole stockholder of Flagship Pioneering. Each of the reporting persons except VentureLabs V disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
3. On September 13, 2023, Flagship Ventures Fund V, L.P. ("Flagship Fund V") and Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx") distributed in-kind to their respective limited partners and sole general partner, Flagship Ventures Fund V General Partner, LLC ("Flagship Fund V GP"), pro rata and without consideration, 4,926,378 shares and 345,069 shares, respectively, of the Issuer's common stock. Flagship Fund V GP, in turn, distributed in-kind to its members, pro rata and without consideration, the aggregate of 1,181,745 shares it received from Flagship Fund V and Flagship Fund V Rx. The aforementioned distributions were made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.
4. Represents shares held directly by Flagship Fund V. Includes 2,240,555 shares received in the distribution-in-kind from VentureLabs V described in footnote (1) above. Flagship V GP is the general partner of Flagship Fund V. Dr. Afeyan is the sole manager of Flagship V GP. Each of the reporting persons except Flagship Fund V disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
5. Represents shares held directly by Flagship Fund V Rx. Flagship V GP is the general partner of Flagship Fund V Rx. Each of the reporting persons except Flagship Fund V Rx disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
6. Represents shares held directly by Flagship Fund V GP. Each of the reporting persons except Flagship Fund V GP disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
7. On September 13, 2023, Flagship Pioneering Fund VI, L.P. ("Flagship Fund VI") distributed in-kind to its limited partners and sole general partner, Flagship Pioneering Fund VI General Partner LLC ("Flagship Fund VI GP"), pro rata and without consideration, 2,431,281 shares of the Issuer's common stock. Flagship Fund VI GP, in turn, distributed in-kind to its members, pro rata and without consideration, the 70,813 shares it received from Flagship Fund VI. The aforementioned distributions were made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.
8. Represents shares held directly by Flagship Fund VI. Flagship Fund VI GP is the general partner of Flagship Fund VI. Flagship Pioneering is the manager of Flagship Fund VI GP. Each of the reporting persons except Flagship Fund VI disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
9. Represents shares held directly by Flagship Fund VI GP. Each of the reporting persons except Flagship Fund VI GP disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
10. Consists of (i) 21,641 shares held directly by Dr. Afeyan, (ii) 20,606 shares held through a trust for the benefit of Dr. Afeyan's children (the "Trust") and (iii) 539,448 shares held by VENBA Holdings LLC ("VENBA"), an estate planning entity of which Dr. Afeyan is the sole manager. Represents an aggregate of 581,695 shares received in the distributions-in-kind described in footnotes (1), (3) and (7) above. Dr. Afeyan disclaims beneficial ownership of the shares held by the Trust and VENBA except to the extent of his pecuniary interest therein, if any.

Remarks:

[Flagship Pioneering, Inc., By: /s/ Noubar B. Afeyan, Ph.D., 09/15/2023](#)
[Title: CEO](#)

[Flagship Ventures Fund V General Partner LLC, By: /s/ Noubar B. Afeyan, Ph.D., 09/15/2023](#)
[Title: Manager](#)

[Flagship Ventures Fund V, L.P., By: Flagship Ventures Fund V General Partner LLC, its General Partner, By: /s/ Noubar B. Afeyan, Ph.D., 09/15/2023](#)
[Title: Manager](#)

[Flagship V VentureLabs Rx Fund, L.P., By: Flagship Ventures Fund V General Partner LLC, its General Partner, By: /s/ Noubar B. Afeyan, Ph.D., Title: Manager 09/15/2023](#)
[Flagship VentureLabs V 09/15/2023](#)

Manager, LLC, By: Flagship
Pioneering, Inc., its Manager,
By: /s/ Noubar B. Afeyan,
Ph.D., Title: CEO

Flagship VentureLabs V LLC,
By: Flagship VentureLabs V
Manager, LLC, its Manager, 09/15/2023
By: Flagship Pioneering, Inc.,
its Manager, By: /s/ Noubar B.
Afeyan, Ph.D., Title: CEO

Flagship Pioneering Fund VI
General Partner LLC, By:
Flagship Pioneering, Inc., its 09/15/2023
Manager, By: /s/ Noubar B.
Afeyan, Ph.D., Title: CEO

Flagship Pioneering Fund VI,
L.P., By: Flagship Pioneering
Fund VI General Partner LLC.,
its General Partner, By: 09/15/2023
Flagship Pioneering, Inc., its
Manager, By: /s/ Noubar B.
Afeyan, Ph.D., Title: CEO

/s/ Noubar B. Afeyan, Ph.D. 09/15/2023

** 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.