

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Wyrick Susan D.</u> (Last) (First) (Middle) C/O SANA BIOTECHNOLOGY, INC. 188 EAST BLAINE STREET, SUITE 400 (Street) SEATTLE WA 98102 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/04/2024	3. Issuer Name and Ticker or Trading Symbol <u>Sana Biotechnology, Inc. [SANA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	147,512	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to buy)	(1)	11/08/2030	Common Stock	65,000	7.8	D	
Stock Option (Right to buy)	(2)	03/02/2032	Common Stock	63,000	5.7	D	
Stock Option (Right to buy)	(3)	03/01/2033	Common Stock	36,600	3.76	D	
Stock Option (Right to buy)	(4)	03/06/2034	Common Stock	58,500	9.58	D	
Restricted Stock Units	(6)	(6)	Common Stock	4,575	(5)	D	
Restricted Stock Units	(7)	(7)	Common Stock	12,500	(5)	D	
Restricted Stock Units	(8)	(8)	Common Stock	13,000	(5)	D	
Restricted Stock Units	(9)	(9)	Common Stock	20,000	(5)	D	

Explanation of Responses:

- The option vested as to 25% of the shares underlying the option on February 15, 2022 and the remainder vests in 36 equal monthly installments thereafter, provided that the reporting person provides continuous service to Sana Biotechnology, Inc. ("Sana") as an employee, consultant, director or officer of Sana through each such date.
- The option vested as to 25% of the shares underlying the option on March 3, 2023 and the remainder vests in 36 equal monthly installments thereafter, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.
- The option vested as to 25% of the shares underlying the option on March 2, 2024 and the remainder vests in 36 equal monthly installments thereafter, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.
- The option vests as to 25% of the shares underlying the option on March 7, 2025 and the remainder vests in 36 equal monthly installments thereafter, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.
- Each restricted stock unit represents a contingent right to receive one share of Sana common stock.
- The award vested as to 25% of the restricted stock units on March 2, 2024 and the remainder vests in equal installments on each of March 2, 2025, 2026 and 2027, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.
- The award vests as to 40% of the restricted stock units on January 2, 2025 and 60% of the restricted stock units on January 2, 2026, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.
- The restricted stock units vest in four equal installments on each of March 7, 2025, 2026, 2027 and 2028, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.

9. The restricted stock units vest in two equal installments on each of June 3, 2025 and December 3, 2025, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date; provided, that if Sana terminates the reporting person's employment without cause, subject to her execution of a release of claims, then any outstanding restricted stock units that have not vested on or prior to the reporting person's termination date shall vest immediately upon such termination date.

Remarks:

Acting Chief Financial Officer and Principal Accounting Officer; Exhibit List: Ex. 24 - Power of Attorney

/s/ Julie Shah, Attorney-in-Fact for Susan D. Wyrick 10/15/2024

** 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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Sana Biotechnology, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder, and a Form ID, Uniform Application for Access Codes to File on EDGAR;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-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.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 4, 2024.

/s/ Susan D. Wyrick
Susan D. Wyrick

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of

Substitution and Resubstitution

1. Steven D. Harr
2. Bernard J. Cassidy
3. Julie Shah