

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>Harr Steve</u> (Last) (First) (Middle) <u>C/O SANA BIOTECHNOLOGY, INC.</u> <u>188 EAST BLAINE STREET, SUITE 400</u> (Street) <u>SEATTLE WA 98102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/03/2021</u>	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>	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	6,142,500	D	
Common Stock	682,500	I	Held by Harr Family Irrevocable Trust of 2015 dtd 12/28/2015

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)	01/29/2030	Common Stock	590,000	1.48	D	
Stock Option (Right to Buy)	(2)(3)	11/09/2030	Common Stock	1,118,723	7.8	D	
Series A-1 Convertible Preferred Stock	(4)	(5)	Common Stock	1,075,000	(4)	D	
Series A-2 Convertible Preferred Stock	(4)	(5)	Common Stock	800,000	(4)	D	
Series B Convertible Preferred Stock	(4)	(5)	Common Stock	156,250	(4)	D	

Explanation of Responses:

- The option vests and becomes exercisable as to 25% of the underlying shares on February 14, 2021 and in 36 equal monthly installments thereafter.
- The option vests and becomes exercisable as to (a) 50% of the shares underlying the option on a four year time based vesting with 25% of the underlying shares vesting on February 15, 2022 and in 36 equal monthly installments thereafter; and (b) the remaining 50% of the shares underlying the award would commence vesting on a four year schedule with 25% of the underlying shares vesting as of the one year anniversary of the schedule start date that is the same as the vesting commencement date from part (a) above and the remainder of the underlying shares vesting in 36 equal monthly installments thereafter,
- (Continued from Footnote 2) subject to the occurrence prior to or after each applicable "as of" vesting date of the earlier of (i) a successful initial public offering (defined as a per share price to the public of the Common Stock in such offering as set forth in the Issuer's final prospectus relating to such offering that is greater than the Series B preferred stock original issuance per share price (as adjusted for a reverse stock split)), and (ii) successful proof of concept in a human subject of one of Issuer's therapeutic programs.
- The shares of Issuer's Preferred Stock automatically convert into shares of Issuer's Common Stock, for no additional consideration, on a 1-for-1 basis immediately prior to the consummation of Issuer's initial public offering.
- The expiration date is not relevant to the conversion of these securities.

Remarks:

Exhibit 24 - Power of Attorney.

/s/ James J. MacDonald, 02/03/2021
Attorney-in-Fact for Steve

[Harr](#)

** 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 thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
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 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 revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of October, 2020.

/s/ Steve Harr

Steve Harr

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. James J. MacDonald
2. Nathan Hardy