# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# Sana Biotechnology, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share (Title of Class of Securities)

799566104 (CUSIP Number)

December 31, 2023 (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)

\* 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).

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Flagship V	Vent	tureLabs Rx Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) ⊠			
3	SEC USE C	ONL	Y	
4	CITIZENSI	HIP	OR PLACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
NI	JMBER OF		0	
	SHARES 6 SHARED VOTING POWER			
	BENEFICIALLY 1 025 200			
O	OWNED BY 1,035,208 EACH 7 SOLE DISPOSITIVE POWER			
RI	EACH EPORTING	/	SOLE DISPOSITIVE POWER	
	PERSON 0			
WITH: 8 SHARED DISPOSITIVE POWER				
			1,035,208	
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,035,208			
10				
	_			
1.1	DEDCENT OF CLASS DEPRESENTED BY AMOUNT BY BOW O			
11	1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	0.5%			
12	TYPE OF F	REPO	ORTING PERSON (SEE INSTRUCTIONS)	
	PN			
	1 11			

1			EPORTING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
2			es Fund V, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) ⊠			
3	SEC USE ONLY			
4	CITIZENSI	HIP	OR PLACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
NU	JMBER OF		0	
	SHARES 6 SHARED VOTING POWER			
	BENEFICIALLY OWNED BY 8,057,470			
Di	EACH 7 SOLE DISPOSITIVE POWER REPORTING 7 SOLE DISPOSITIVE POWER			
	PERSON 0			
	WITH: 8 SHARED DISPOSITIVE POWER			
			8,057,470	
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,057,470			
10	CHECK BO	)X I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	4.1%			
12	TYPE OF F	REPO	ORTING PERSON (SEE INSTRUCTIONS)	
	PN			

1	NAMES OF REPORTING PERSONS  LR S. DENTHEIGATION NOS. OF A DOVE BEDSONS (ENTITIES ONLY)				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Flagship Ve	entur	res Fund V General Partner LLC		
2					
	$(a) \square (b) \boxtimes$				
	SEC USE ONLY				
3	SEC USE (	)NL	Y		
4	CITIZENS	HIP	OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
	NUMBER OF COMPANY AND ADMINISTRATION OF THE PROPERTY OF THE PR				
	SHARES 6 SHARED VOTING POWER BENEFICIALLY				
	OWNED BY 9,092,678				
D.	EACH 7 SOLE DISPOSITIVE POWER REPORTING				
	PERSON 0				
	WITH: 8 SHARED DISPOSITIVE POWER				
		0	SHARED DISTOSITIVE FOWER		
			9,092,678		
9	AGGREGA	TE.	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	0.000 (70				
10	9,092,678  0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
10	CHECK BO	<i>J</i>	THE AGGREGATE AMOUNT IN ROW (3) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	4.607				
12	4.6%	) ED4	ODTING BEDGON (SEE INSTRUCTIONS)		
12	TYPEOFF	(EP(	ORTING PERSON (SEE INSTRUCTIONS)		
	OO				

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Flagship VentureLabs V LLC				
2	,				
	(a) $\square$ (b) $\boxtimes$				
3	SEC USE ONLY				
4	CITIZENS	HIP	OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NII	NHIMPER OF 0				
	NUMBER OF SHARES 6 SHARED VOTING POWER				
	BENEFICIALLY OWNED BY 8,615,337				
	EACH 7 SOLE DISPOSITIVE POWER				
	REPORTING PERSON 0				
	WITH: 0 8 SHARED DISPOSITIVE POWER				
		0	SHARED DISPOSITIVE FOWER		
			8,615,337		
9	AGGREGA	TE.	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	8,615,337				
10	CHECK BO	OX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11					
	4.4%				
12	TYPE OF F	REPO	ORTING PERSON (SEE INSTRUCTIONS)		
	00				

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  VentureLabs V Manager LLC  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) ☑  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5 SOLE VOTING POWER  0 6 SHARES  BENEFICIALLY  OWNED BY EACH REPORTING PERSON WITH:  7 SOLE DISPOSITIVE POWER  0 8 SHARED DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)		
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5 SOLE VOTING POWER  0 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  8 SHARED DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER  8 8,615,337		
4 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5 SOLE VOTING POWER  0  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  8 SHARED DISPOSITIVE POWER  8,615,337  8 SHARED DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER  8,615,337		
Delaware   5   SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  8 SHARED VOTING POWER  8,615,337  7 SOLE DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER  8,615,337		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  8 SHARED VOTING POWER  8,615,337  SOLE DISPOSITIVE POWER  8 SHARED DISPOSITIVE POWER  8,615,337		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  8,615,337  7 SOLE DISPOSITIVE POWER  0  8 SHARED DISPOSITIVE POWER  8,615,337		
OWNED BY EACH REPORTING PERSON WITH:  8,615,337  7 SOLE DISPOSITIVE POWER  0  8 SHARED DISPOSITIVE POWER  8,615,337		
REPORTING PERSON WITH:  8 SHARED DISPOSITIVE POWER  8,615,337		
WITH: 8 SHARED DISPOSITIVE POWER 8,615,337		
8,615,337		
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
8,615,337		
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
4.4%		
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
00		

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Flagship Pi	onee	ering Fund VI, L.P.		
2	,				
	(a) □ (b) ⊠				
3	SEC USE ONLY				
3	SEC USE C	JINL	1		
4	CITIZENS	HIP	OR PLACE OF ORGANIZATION		
	Delaware	5	SOLE VOTING POWER		
		3	SOLE VOTING POWER		
NI	JMBER OF				
	SHARES 6 SHARED VOTING POWER				
	BENEFICIALLY 7.202.041				
O	OWNED BY 7,293,841 EACH 7 SOLE DISPOSITIVE POWER				
RI	REPORTING SOLE DISTOSTITVE TO WER				
	PERSON 0				
	WITH:	8	SHARED DISPOSITIVE POWER		
			7.200.041		
9	ACCDECA	TE	7,293,841 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AUGKLUA	II L	AMOUNT BENEFICIALLY OWNED BY EACH REFORTING FERSON		
	7,293,841				
10	CHECK BO	OX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
	П				
11					
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN KOW 9				
	3.7%				
12	TYPE OF F	REPO	ORTING PERSON (SEE INSTRUCTIONS)		
	PN				
	FIN				

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Flagship Pioneering Fund VI General Partner LLC				
2					
3	SEC USE ONLY				
4	CITIZENSI	HIP	OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NU	NUMBER OF 0				
SHARES 6 SHARED VOTING POWER BENEFICIALLY		SHARED VOTING POWER			
OWNED BY 7,293,841					
EACH 7 SOLE DISPOSITIVE POWER REPORTING		SOLE DISPOSITIVE POWER			
PERSON 0					
WITH: 8 SHARED DISPOSITIVE POWER					
			7,293,841		
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7,293,841				
10	CHECK BO	)X I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	3.7%				
12	TYPE OF F	REPO	ORTING PERSON (SEE INSTRUCTIONS)		
	00				

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Flagship Pi	onee	ring, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □ (b) ⊠			
3	SEC USE ONLY			
4	CITIZENSI	HIP	OR PLACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
NU	JMBER OF		0	
	SHARES 6 SHARED VOTING POWER BENEFICIALLY			
	OWNED BY 15,909,178			
RI	EACH 7 SOLE DISPOSITIVE POWER REPORTING			
	PERSON 0			
	WITH: 8 SHARED DISPOSITIVE POWER			
			15,909,178	
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	15,909,178			
10	CHECK BO	OX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	8.1%			
12	TYPE OF F	REPO	ORTING PERSON (SEE INSTRUCTIONS)	
	CO			

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			•		
1	NAMES O	F RE	EPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Noubar B.	Afey	van, Ph.D.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) □ (b) ⊠				
3	SEC USE O	ONL	Y		
4	CITIZENS	HIP	OR PLACE OF ORGANIZATION		
	United Stat	es of	f America		
		5	SOLE VOTING POWER		
NI	UMBER OF		581,695 (1)		
	SHARES 6 SHARED VOTING POWER				
	NEFICIALLY				
	WNED BY		25,001,856		
	EACH	7	SOLE DISPOSITIVE POWER		
R	EPORTING				
	PERSON 581,695 (1)				
	WITH: 8 SHARED DISPOSITIVE POWER				
			25,001,856		
9	AGGREGA	TE.	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	25,583,551				
10	CHECK BO	)XI	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	13.0%				
12	TYPE OF I	REPO	ORTING PERSON (SEE INSTRUCTIONS)		
	IN				

(1) 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 and (iii) 539,448 shares held by VENBA Holdings LLC, an estate planning entity of which Dr. Afeyan is the sole manager.

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### Item 1(a). Name of Issuer:

Sana Biotechnology, Inc. (the "Issuer")

#### Item 1(b). Address of Issuer's Principal Executive Offices:

188 East Blaine Street, Sute 400 Seattle, WA 98102

#### Item 2(a). **Names of Persons Filing:**

The names of the persons filing this report (collectively, the "Reporting Persons") are:

Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx")

Flagship Ventures Fund V, L.P. ("Flagship Fund V")

Flagship Ventures Fund V General Partner LLC ("Flagship V GP")

Flagship VentureLabs V LLC ("VentureLabs V")
VentureLabs V Manager LLC ("VentureLabs V Manager")
Flagship Pioneering Fund VI, L.P. ("Flagship Fund VI")

Flagship Pioneering Fund VI General Partner LLC ("Flagship Fund VI GP")

Flagship Pioneering, Inc. ("Flagship Pioneering")

Noubar B. Afeyan, Ph.D. ("Dr. Afeyan")

#### Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is: c/o Flagship Pioneering Inc.

55 Cambridge Parkway, Suite 800E

Cambridge, Massachusetts 02142

#### Item 2(c). **Citizenship:**

Flagship Fund V Rx Delaware Flagship Fund V Delaware Flagship V GP Delaware VentureLabs V Delaware VentureLabs V Manager Delaware Flagship Fund VI Delaware Flagship Fund VI GP Delaware Flagship Pioneering Delaware

Dr. Afeyan United States of America

#### **Title of Class of Securities:** Item 2(d).

Common Stock, \$0.0001 par value per share ("Common Stock").

#### Item 2(e). **CUSIP Number:**

799566104

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### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

#### Item 4. Ownership.

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G. The ownership percentages reported are based on 197,133,208 shares of Common Stock outstanding as of October 31, 2023, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2023.

Flagship V GP is the general partner of each of Flagship Fund V and Flagship Fund V Rx, and, as such, may be deemed to beneficially own the shares held directly by each of Flagship Fund V and Flagship Fund V Rx.

VentureLabs V Manager is the manager of VentureLabs V, and, as such, may be deemed to beneficially own the shares held directly by VentureLabs V.

Flagship Fund VI GP is the general partner of Flagship Fund VI and, as such, may be deemed to beneficially own the shares held directly by Flagship Fund VI.

Flagship Pioneering is the manager of each of VentureLabs V Manager and Flagship Fund VI GP and, as such, may be deemed to beneficially own the shares beneficially owned by each of VentureLabs V Manager and Flagship Fund VI GP.

Dr. Afeyan is the sole manager of Flagship Fund V GP and the Chief Executive Officer, sole stockholder and director of Flagship Pioneering and, as such, may be deemed to beneficially own shares beneficially owned by each of Flagship Fund V GP and Flagship Pioneering.

#### 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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

# Item 7. <u>Identification and Classification of the SubsidiaryWhich Acquired the Security Being Reported on by the Parent Holding Company or Control Person.</u>

Not applicable.

#### Item 8. <u>Identification and Classification of Members of the Group.</u>

Not applicable.

#### Item 9. <u>Notice of Dissolution of Group.</u>

Not applicable.

#### Item 10. <u>Certification</u>.

Not applicable.

### **Material** Filed as Exhibits.

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### **SIGNATURE**

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

Date: February 14, 2024

### FLAGSHIP V VENTURELABS RX FUND, L.P.

By: Flagship Ventures Fund V General Partner LLC General Partner

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Manager

#### FLAGSHIP VENTURES FUND V, L.P.

By: Flagship Ventures Fund V General Partner LLC General Partner

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Manager

# FLAGSHIP VENTURES FUND V GENERAL PARTNER LLC

By: /s/ Noubar B. Afeyan, Ph.D. Noubar B. Afeyan, Ph.D.

Manager

### FLAGSHIP VENTURELABS V LLC

By: VentureLabs V Manager LLC

General Partner

By: Flagship Pioneering, Inc.,

Manager

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D. Chief Executive Officer

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### VENTURELABS V MANAGER LLC

By: Flagship Pioneering, Inc. Manager

By: /s/ Noubar B. Afeyan, Ph.D.
Noubar B. Afeyan, Ph.D.
Chief Executive Officer

### FLAGSHIP PIONEERING FUND VI, L.P.

By: Flagship Pioneering Fund VI General Partner, LLC General Partner

By: Flagship Pioneering, Inc. Manager

By: /s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.

Chief Executive Officer

# FLAGSHIP PIONEERING FUND VI GENERAL PARTNER, LLC

By: Flagship Pioneering, Inc. Manager

By: /s/ Noubar B. Afeyan, Ph.D.
Noubar B. Afeyan, Ph.D.
Chief Executive Officer

### FLAGSHIP PIONEERING, INC.

By: /s/ Noubar B. Afeyan, Ph.D.
Noubar B. Afeyan, Ph.D.
Chief Executive Officer

/s/ Noubar B. Afeyan, Ph.D.

Noubar B. Afeyan, Ph.D.