

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>NELSEN ROBERT</u> (Last) (First) (Middle) C/O SANA BIOTECHNOLOGY, INC. 188 EAST BLAINE STREET, SUITE 400 (Street) SEATTLE WA 98102 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 07/05/2022		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
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/05/2022		A		266 ⁽¹⁾	A	\$0.00	496	D	
Common Stock								12,500	I	See footnote ⁽²⁾
Common Stock								10,303,750	I	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾
Common Stock								10,301,250	I	See footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock								11,718,750	I	See footnotes ⁽⁵⁾⁽⁷⁾⁽⁸⁾
Common Stock								11,718,750	I	See footnotes ⁽⁵⁾⁽⁸⁾⁽⁹⁾

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)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Consists of fully vested restricted stock units.
2. The shares were received by Enzo Family Trust of 2015 in a distribution of shares upon the dissolution of Sana Investors, LLC. The Reporting Person's minor children are the beneficiaries of Enzo Family Trust of 2015.
3. Represents shares held directly by ARCH Venture Fund IX, L.P. (ARCH IX). ARCH Venture Partners IX, L.P. (AVP IX LP) is the sole general partner of ARCH IX.
4. ARCH Venture Partners IX, LLC (AVP IX LLC) is the sole general partner of each of AVP IX LP and ARCH Venture Partners IX Overage, L.P. (AVP IX Overage LP). Keith Crandell and Clinton Bybee are managing directors of AVP IX LLC (the AVP IX MDs). AVP IX LP and AVP IX Overage LP may be deemed to beneficially own the shares held by ARCH IX and ARCH Venture Fund IX Overage, L.P. (ARCH IX Overage), respectively, AVP IX LLC may be deemed to beneficially own the shares held by ARCH IX and ARCH IX Overage, and each of the AVP IX MDs may be deemed to share the power to direct the disposition and vote of the shares held by ARCH IX and ARCH IX Overage. AVP IX LP, AVP IX Overage LP, AVP IX LLC, and the AVP IX MDs each disclaim beneficial ownership except to the extent of any pecuniary interest therein.
5. The Reporting Person is an AVP IX MD and a member, along with Keith Crandell, Kristina Burrow and Steven Gillis, of the investment committee (the AVP X Committee Members) of ARCH Venture Partners X, LLC (AVP X LLC), and may be deemed to beneficially own the shares held by ARCH IX, ARCH IX Overage, ARCH Venture Fund X, L.P. (ARCH X), and ARCH Venture Fund X Overage, L.P. (ARCH X Overage). The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.
6. Represents shares held directly by ARCH IX Overage. AVP IX Overage LP is the sole general partner of ARCH IX Overage.
7. Represents shares held directly by ARCH X. ARCH Venture Partners X, L.P. (AVP X LP) is the sole general partner of ARCH X.
8. AVP X LLC is the sole general partner of each of AVP X LP and ARCH Venture Partners X Overage, L.P. (AVP X Overage LP). AVP X LP and AVP X Overage LP may be deemed to beneficially own the shares held by ARCH X and ARCH X Overage, respectively, AVP X LLC may be deemed to beneficially own the shares held by ARCH X and ARCH X Overage, and each of the AVP X Committee Members may be deemed to share the power to direct the disposition and vote of the shares held by ARCH X and ARCH X Overage. AVP X LP, AVP X Overage LP, AVP X LLC, and the AVP X Committee Members each disclaim beneficial ownership except to the extent of any pecuniary interest therein.
9. Represents shares held directly by ARCH X Overage. AVP X Overage LP is the sole general partner of ARCH X Overage.

Remarks:

/s/ James J. MacDonald,
 Attorney-in-Fact for Robert Nelsen 07/07/2022

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.

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