

**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*<br><u>Flagship Ventures Fund V General Partner LLC</u><br><br>(Last) (First) (Middle)<br>55 CAMBRIDGE PARKWAY<br>SUITE 800E<br><br>(Street)<br>CAMBRIDGE MA 02142<br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>02/03/2021 | 3. Issuer Name and Ticker or Trading Symbol<br><u>Sana Biotechnology, Inc.</u> [ SANA ]   |   |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**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 |  |  |   |
| Series A-2 Convertible Preferred Stock     | (1)  | (2)             | Common Stock  | 1,487,371                  | (1)  | I  | See Footnotes <sup>(3)(7)(8)</sup>                    |
| Series A-2 Convertible Preferred Stock     | (1)  | (2)             | Common Stock  | 9,725,122                  | (1)  | I  | See Footnotes <sup>(4)(7)(8)</sup>                    |
| Series A-2 Convertible Preferred Stock     | (1)  | (2)             | Common Stock  | 11,441,326                 | (1)  | I  | See Footnotes <sup>(5)(7)(8)</sup>                    |
| Series A-2 Convertible Preferred Stock     | (1)  | (2)             | Common Stock  | 11,585,199                 | (1)  | I  | See Footnotes <sup>(6)(7)(8)</sup>                    |

|  |
|--|
| 1. Name and Address of Reporting Person*<br><u>Flagship Ventures Fund V General Partner LLC</u><br><br>(Last) (First) (Middle)<br>55 CAMBRIDGE PARKWAY<br>SUITE 800E<br><br>(Street)<br>CAMBRIDGE MA 02142<br><br>(City) (State) (Zip) |
|--|

|  |
|--|
| 1. Name and Address of Reporting Person*<br><u>Flagship V VentureLabs Rx Fund, L.P.</u><br><br>(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 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 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\*

[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*   |         |          |
| <a href="#">Flagship VentureLabs V LLC</a> |         |          |
| (Last)                                     | (First) | (Middle) |
| 55 CAMBRIDGE PARKWAY, SUITE 800E           |         |          |
| (Street)                                   |         |          |
| CAMBRIDGE                                  | MA      | 02142    |
| (City) (State) (Zip)                       |         |          |

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person* |         |          |
| <a href="#">AFEYAN NOUBAR</a>            |         |          |
| (Last)                                   | (First) | (Middle) |
| 55 CAMBRIDGE PARKWAY, SUITE 800E         |         |          |
| (Street)                                 |         |          |
| CAMBRIDGE                                | MA      | 02142    |
| (City) (State) (Zip)                     |         |          |

**Explanation of Responses:**

- 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.
- Represents shares held directly by Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx").
- Represents shares held directly by Flagship Pioneering Fund VI, L.P. ("Flagship Pioneering VI").
- Represents shares held directly by Flagship VentureLabs V LLC. ("VentureLabs V").
- Represents shares held directly by Flagship Ventures Fund V, L.P. ("Flagship Fund V" and together with Flagship Fund V Rx, Flagship Pioneering VI, VentureLabs V, the "Flagship Pioneering Funds").
- 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. The General Partner of Flagship Pioneering VI is Flagship Pioneering Fund VI General Partner LLC ("Flagship Pioneering VI GP"). The manager of Flagship Pioneering VI GP is Flagship Pioneering. The General Partner of Flagship Fund V and Flagship Fund V Rx is Flagship Ventures Fund V General Partner LLC ("Flagship V GP" and, together with VentureLabs V Manager, Flagship Pioneering, and Flagship Pioneering VI GP, the "Flagship General Partners").
- (Continued from footnote 7) Noubar B. Afeyan, Ph.D. is the sole Director of Flagship Pioneering and may be deemed to have sole voting and investment control over all the shares held by VentureLabs V and Flagship Fund VI. In addition, Noubar B. Afeyan, Ph.D. serves as the sole manager of Flagship V GP and may be deemed to possess sole voting and investment control over all the shares held by Flagship Fund V and Flagship Fund V Rx. None of the Flagship General Partners nor Noubar B. Afeyan, Ph.D. directly own any of the shares held by the Flagship Pioneering Funds, and each of the Flagship General Partners and Dr. Noubar Afeyan, Ph.D. disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.

**Remarks:**

[/s/ Flagship Ventures Fund V General Partner LLC,](#) [02/03/2021](#)  
[By: Noubar B. Afeyan,](#)  
[Title: Manager](#)

[/s/ Flagship V VentureLabs Rx Fund, L.P., By:](#)  
[Flagship Ventures Fund V General Partner LLC, its](#) [02/03/2021](#)  
[General Partner, By:](#)  
[Noubar B. Afeyan, Title:](#)  
[Manager](#)

[/s/ Flagship Ventures Fund V, L.P., By: Flagship Ventures Fund V General Partner LLC, its General Partner, By: Noubar B. Afeyan, Title: Manager](#) [02/03/2021](#)

[/s/ Flagship Pioneering, Inc., By: Noubar B. Afeyan, Title: Director](#) [02/03/2021](#)

[/s/ Flagship Pioneering Fund VI General Partner LLC, By: Flagship Pioneering, Inc., its Manager, By: Noubar B. Afeyan, Title: Director](#) [02/03/2021](#)

/s/ Flagship Pioneering Fund VI, L.P., By: Flagship Pioneering Fund VI General Partner LLC, its General Partner, By: Flagship Pioneering, Inc., its Manager, By: Noubar B. Afeyan, Title: Director 02/03/2021  
/s/ Flagship VentureLabs V Manager LLC, By: Flagship Pioneering, Inc., its Manager, By: Noubar B. Afeyan, Title: Director 02/03/2021  
/s/ Flagship VentureLabs V LLC, By: Flagship VentureLabs V Manager LLC its Manager, By: Flagship Pioneering, Inc., its Manager, By: Noubar B. Afeyan, Title: Director 02/03/2021  
/s/ Noubar B. Afeyan, Name: Noubar B. Afeyan, Ph.D. 02/03/2021

\*\* 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.**