UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101) SCHEDULE 14A INFORMATION Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant \boxtimes

Filed by a Party other than the Registrant $\ \square$

Check the appropriate box:

- □ Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material under §240.14a-12

SANA BIOTECHNOLOGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ⊠ No fee required.
- □ Fee paid previously with preliminary materials.

□ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



Sana Biotechnology, Inc. Important Notice Regarding the Availability of Proxy Materials

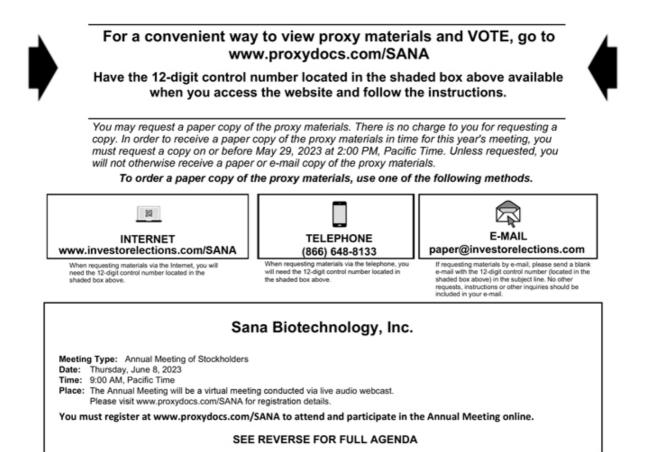
Annual Meeting of Stockholders to be held on June 8, 2023 at 9:00 AM, Pacific Time For stockholders of record as of April 10, 2023

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the information contained in the proxy materials before voting.

To view the proxy materials, including the Notice, Proxy Statement, and Annual Report on Form 10-K of Sana Biotechnology, Inc., and to obtain information on how to vote and how to attend and participate in the Annual Meeting, visit: www.proxydocs.com/SANA.

To vote your proxy while visiting this website, you will need the 12-digit control number in the shaded box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.



Sana Biotechnology, Inc. Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE: FOR each nominee for election for Proposal 1 and FOR Proposal 2.

PROPOSAL

- 1. To elect three Class II directors to our Board of Directors, each to serve for a three-year term expiring at the 2026 annual meeting of stockholders or until his or her respective successor is duly elected and qualified. The three nominees for election are: 1.01 Hans E. Bishop
 - 1.02 Robert Nelsen
 - 1.03 Alise S. Reicin, M.D.
- 2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

NOTE: Stockholders will also consider and act upon any other matters which may properly come before the Annual Meeting or any adjournment or postponement thereof. The named proxies are authorized to vote in their discretion upon such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof. Our Board of Directors is not aware of any other business to be presented to a vote of the stockholders at the Annual Meeting.