

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Flagship Pioneering Inc.</u>  (Last) (First) (Middle) <u>55 CAMBRIDGE PARKWAY, SUITE 800E</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2024</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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						Title
Pre-Funded Warrants to purchase Common Stock	\$0.0001	02/12/2024		p <sup>(1)</sup>		2,727,272		02/12/2024	(1)	Common Stock	2,727,272	\$5.4999	2,727,272	I	By Flagship Pioneering Fund VII, L.P. <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Flagship Pioneering Inc.</u>  (Last) (First) (Middle) <u>55 CAMBRIDGE PARKWAY, SUITE 800E</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>AFEYAN NOUBAR</u>  (Last) (First) (Middle) <u>55 CAMBRIDGE PARKWAY, SUITE 800E</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)

**Explanation of Responses:**

- On February 12, 2024, pursuant to an underwritten public offering by the Issuer, Flagship Pioneering Fund VII, L.P. ("Flagship Fund VII") acquired pre-funded warrants to purchase 2,727,272 shares of Common Stock (the "Pre-Funded Warrants") at a purchase price of \$5.4999 per Pre-Funded Warrant. The Pre-Funded Warrants do not have an expiration date.
- Shares held by Flagship Fund VII. Flagship Pioneering Fund VII General Partner LLC ("Flagship Fund VII GP") is the general partner of Flagship Fund VII. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of Flagship Fund VII GP. Noubar B. Afeyan, Ph.D. is the Chief Executive Officer, sole shareholder and director of Flagship Pioneering. Each of the reporting persons except Flagship Fund VII disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Flagship Pioneering, Inc., By: /s/ Noubar B. Afeyan, Ph.D., Title: 02/14/2024 CEP

/s/ Noubar B. Afeyan, Ph.D. 02/14/2024

\*\* 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 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.

**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.**