
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 6, 2022

SANA BIOTECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39941
(Commission
File Number)

83-1381173
(IRS Employer
Identification Number)

**188 East Blaine Street, Suite 400
Seattle, Washington 98102**
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (206) 701-7914

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	SANA	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Sana Biotechnology, Inc. (the “Company”) held its 2022 annual meeting of stockholders (the “Annual Meeting”) on June 6, 2022. The final results for each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting are set forth below. These proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2022.

Proposal 1: The Company’s stockholders elected all the nominees to serve as Class I directors of the Company’s Board of Directors, each to serve for a three-year term expiring at the Company’s 2025 annual meeting of stockholders, by the votes set forth in the table below:

<u>Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Douglas Cole, M.D.	95,399,718	19,181,136	6,890,649
Steven D. Harr, M.D.	101,290,115	13,290,739	6,890,649
Michelle Seitz, CFA	101,236,242	13,344,612	6,890,649
Patrick Y. Yang, Ph.D.	97,206,354	17,374,500	6,890,649

Proposal 2: The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
121,383,541	69,855	18,107

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SANA BIOTECHNOLOGY, INC.

Date: June 9, 2022

By: /s / James J. MacDonald

James J. MacDonald

Executive Vice President and General Counsel