

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* <b>NELSEN ROBERT</b>  (Last) (First) (Middle) <b>C/O SANA BIOTECHNOLOGY, INC.</b> <b>188 EAST BLAINE STREET, SUITE 400</b>  (Street) <b>SEATTLE WA 98102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Sana Biotechnology, Inc. [ SANA ]</b>	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) <b>02/08/2021</b>	
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	02/08/2021		C		10,156,250	A	(1)	10,303,750	I	See Footnotes <sup>(2)(4)(8)</sup>
Common Stock	02/08/2021		C		10,156,250	A	(1)	10,301,250	I	See Footnotes <sup>(3)(4)(8)</sup>
Common Stock	02/08/2021		C		11,718,750	A	(1)	11,718,750	I	See Footnotes <sup>(5)(7)(8)</sup>
Common Stock	02/08/2021		C		11,718,750	A	(1)	11,718,750	I	See Footnotes <sup>(6)(7)(8)</sup>

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	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	02/08/2021		C			3,687,500	(1)	(9)	Common Stock	3,687,500	\$0.00	0	I	See Footnotes <sup>(2)(4)(8)</sup>
Series A-1 Convertible Preferred Stock	(1)	02/08/2021		C			3,687,500	(1)	(9)	Common Stock	3,687,500	\$0.00	0	I	See Footnotes <sup>(3)(4)(8)</sup>
Series A-2 Convertible Preferred Stock	(1)	02/08/2021		C			5,687,500	(1)	(9)	Common Stock	5,687,500	\$0.00	0	I	See Footnotes <sup>(2)(4)(8)</sup>
Series A-2 Convertible Preferred Stock	(1)	02/08/2021		C			9,375,000	(1)	(9)	Common Stock	9,375,000	\$0.00	0	I	See Footnotes <sup>(5)(7)(8)</sup>
Series A-2 Convertible Preferred Stock	(1)	02/08/2021		C			9,375,000	(1)	(9)	Common Stock	9,375,000	\$0.00	0	I	See Footnotes <sup>(6)(7)(8)</sup>
Series A-2 Convertible Preferred Stock	(1)	02/08/2021		C			5,687,500	(1)	(9)	Common Stock	5,687,500	\$0.00	0	I	See Footnotes <sup>(3)(4)(8)</sup>
Series B Convertible Preferred Stock	(1)	02/08/2021		C			781,250	(1)	(9)	Common Stock	781,250	\$0.00	0	I	See Footnotes <sup>(2)(4)(8)</sup>
Series B Convertible Preferred Stock	(1)	02/08/2021		C			781,250	(1)	(9)	Common Stock	781,250	\$0.00	0	I	See Footnotes <sup>(3)(4)(8)</sup>
Series B Convertible Preferred Stock	(1)	02/08/2021		C			2,343,750	(1)	(9)	Common Stock	2,343,750	\$0.00	0	I	See Footnotes <sup>(5)(7)(8)</sup>
Series B Convertible Preferred Stock	(1)	02/08/2021		C			2,343,750	(1)	(9)	Common Stock	2,343,750	\$0.00	0	I	See Footnotes <sup>(6)(7)(8)</sup>

Explanation of Responses:

1. 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.

2. 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.

3. Represents shares held directly by ARCH Venture Fund IX Overage, L.P. (ARCH IX Overage). ARCH Venture Partners IX Overage, L.P. (AVP IX Overage LP) is the sole general partner of ARCH IX Overage.

4. ARCH Venture Partners IX, LLC (AVP IX LLC) is the sole general partner of each of AVP IX LP and 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 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. Represents shares held directly by ARCH Venture Fund X, L.P. (ARCH X). ARCH Venture Partners X, L.P. (AVP X LP) is the sole general partner of ARCH X.

6. Represents shares held directly by ARCH Venture Fund X Overage, L.P. (ARCH X Overage). ARCH Venture Partners X Overage, L.P. (AVP X Overage LP) is the sole general partner of ARCH X Overage.

7. ARCH Venture Partners X, LLC (AVP X LLC) is the sole general partner of each of AVP X LP and AVP X Overage LP. Keith Crandell, Kristina Burow and Steven Gillis are members of the investment committee of AVP X LLC (the AVP X Committee Members). 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.

8. The Reporting Person is an AVP IX MD and an AVP X Committee Member and may be deemed to beneficially own the shares held by ARCH IX, ARCH IX Overage, ARCH X, and ARCH X Overage. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.

9. The expiration date is not relevant to the conversion of these securities.

**Remarks:**

s/ James J. MacDonald, Attorney-in-Fact for Robert Nelsen 02/10/2021

\*\* 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 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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