FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| ۷ | Vas | hingi | on, | D.C. | 2054 | 19 | |
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| Check this box if no longer subject to Section 16. Form 4 or Form 5 | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
|--|--|
| obligations may continue. See Instruction 1(b). | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |

| OMB APPROVAL | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
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| hours per response: | 0.5 | | | | | | | | |

| | tion 1(b). | ide. Jee | | Filed | | | | | | | ies Exchan mpany Act | | .934 | | | nours | per res | sponse. | 0.5 | |
|---|--|--|--|---------|--------------------------|---|----------|-----------------|--|-----|---|------------------------------|---------------------------------------|---|--|--------------------------------------|--|--|----------|--|
| Name and Address of Reporting Person* Bishop Hans Edgar | | | | | | 2. Issuer Name and Ticker or Trading Symbol Sana Biotechnology, Inc. [SANA] | | | | | | | | | ationship o k all applic Directo | able) | eporting Person(s) to Issuer e) 10% Owner | | | |
| (Last) (First) (Middle) C/O SANA BIOTECHNOLOGY, INC. | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/03/2021 | | | | | | | | | Officer below) | | | Other (s below) | pecify | |
| 188 EAST BLAINE STREET, SUITE 400 | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) SEATTLE WA 98102 | | | 98102 | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | - 1 | | |
| (City) | ity) (State) (Zip) | | | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Non | -Deriva | ative | e Sec | curities | s Ac | quired, | Dis | posed o | f, or Be | nefici | ally | Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | Execution Date, | | | Code (Instr. 5) | | | | 4 and Securitie Beneficia | | es Form ally (D) o Following (I) (Ir | | n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | | Code | v | Amount | (A) o (D) | r Pric | е | Transaction(s) (Instr. 3 and 4) | | | | ,msu. 4) | |
| | 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 D if any (Month/Day/ | ate, Tr | ansaction ode (Instr. | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4) | | Derivative Security | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Co | ode | v | (A) | (D) | Date Exercisab | | Expiration Date | Title | Amour or Number of Shares | er | | | | | | |
| Stock Option (Right to | \$25 | 02/03/2021 | | | A | | 14,000 | | (1) | | 02/02/2031 | Common Stock | 14,00 | 0 | \$0.00 | 14,000 |) | D | | |

Explanation of Responses:

1. The stock option shall vest and become exercisable in full on February 3, 2022.

Remarks:

/s/ James J. MacDonald, Attorney-in-Fact for Hans Edgar Bishop

02/05/2021

** 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.

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.