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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Sana Biotechnology, Inc.

(Name of Issuer)

Common Stock par value \$0.0001 per share

(Title of Class of Securities)

799566104

(CUSIP Number)

December 31, 2023

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSON(S) ARCH Venture Fund IX, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 44,042,500
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 44,042,500
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,042,500	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%	
12	TYPE OF REPORTING PERSON PN	

1	NAMES OF REPORTING PERSON(S) ARCH Venture Fund IX Overage, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON PN		

1	NAMES OF REPORTING PERSON(S) ARCH Venture Fund X, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
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3	SEC USE ONLY		
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	8	SHARED DISPOSITIVE POWER 44,042,500	
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON PN		

1	NAMES OF REPORTING PERSON(S) ARCH Venture Partners IX, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
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	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
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	7	SOLE DISPOSITIVE POWER 0	
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON PN		

1	NAMES OF REPORTING PERSON(S) ARCH Venture Partners X, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON PN		

1	NAMES OF REPORTING PERSON(S) ARCH Venture Partners IX, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,042,500		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON 00		

1	NAMES OF REPORTING PERSON(S) ARCH Venture Partners X, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,042,500		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON 00		

1	NAMES OF REPORTING PERSON(S) Keith Crandell		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,042,500		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON IN		

1	NAMES OF REPORTING PERSON(S) Clinton Bybee		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,042,500		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON IN		

1	NAMES OF REPORTING PERSON(S) Robert Nelsen		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 102,444	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 102,444	
	8	SHARED DISPOSITIVE POWER 44,042,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,144,944		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.4%		
12	TYPE OF REPORTING PERSON IN		

1	NAMES OF REPORTING PERSON(S) Steven Gillis		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 44,042,500	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 44,042,500	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,042,500		
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON IN		

1	NAMES OF REPORTING PERSON(S) Kristina Burow		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 22.3%		
12	TYPE OF REPORTING PERSON IN		

Item 1(a). Name of Issuer

Sana Biotechnology, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices

188 East Blaine Street, Suite 400, Seattle, WA 98102

Item 2(a). Name of Person Filing

ARCH Venture Fund IX, L.P. ("AVF IX"); ARCH Venture Partners IX, L.P. ("AVP IX LP"); ARCH Venture Partners IX, LLC ("AVP IX LLC"); ARCH Venture Fund IX Overage, L.P. ("AVF IX Overage"); ARCH Venture Partners IX Overage, L.P. ("AVP IX Overage GP"); ARCH Venture Fund X, L.P. ("AVF X"); ARCH Venture Partners X, L.P. ("AVP X LP"); ARCH Venture Fund X Overage, L.P. ("AVF X Overage"); ARCH Venture Partners X Overage, L.P. ("AVP X Overage GP"); ARCH Venture Partners X, LLC ("AVP X LLC"); (collectively, the "Reporting Entities" and individually, each a "Reporting Entity"); and Keith Crandell ("Crandell"), Robert Nelsen ("Nelsen") and Clinton Bybee ("Bybee") (collectively, the "Managing Directors" and individually, each a "Managing Director"), and Steven Gillis ("Gillis") and Kristina Burow ("Burow"), along with Nelsen and Crandell, collectively the "Investment Committee"; individually "Committee members". The Reporting Entities, Managing Directors and the Investment Committee members collectively are referred to as the "Reporting Persons".

Item 2(b). Address of Principal Business Office or, if none, Residence

8755 W. Higgins Road, Suite 1025, Chicago, IL 60631

Item 2(c). Citizenship

Each of AVF IX, AVP IX LP, AVF IX Overage, AVP IX Overage GP, AVF X, AVP X LP, AVF X Overage and AVP X Overage GP are limited partnerships organized under the laws of the State of Delaware. AVP IX LLC and AVP X LLC are each a limited liability company organized under the laws of the State of Delaware. Each Managing Director and Committee Member is a US citizen.

Item 2(d). Title of Class of Securities

Common stock, par value \$0.0001 per share.

Item 2(e). CUSIP Number

799566104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership**(a) Amount beneficially owned:**

AVF IX is the record owner of 10,303,750 shares of Common Stock (the "AVF IX Shares") as of December 31, 2023. AVP IX LP, as the sole general partner of AVF IX, may be deemed to beneficially own the AVF IX Shares.

AVF IX Overage is the record owner of 10,301,250 shares of Common Stock (the "AVF IX Overage Shares") as of December 31, 2023. AVP IX Overage GP, as the sole general partner of AVF IX Overage, may be deemed to beneficially own the AVF IX Overage shares, combined with AVF IX Shares (the "IX Record Shares") as of December 31, 2023.

AVF X is the record owner of 11,718,750 shares of Common Stock (the "AVF X Shares") as of December 31, 2023. AVP X LP, as the sole general partner of AVF X, may be deemed to beneficially own the AVF X Shares.

AVF X Overage is the record owner of 11,718,750 shares of Common Stock (the "AVF X Overage Shares") as of December 31, 2023. AVP X Overage GP, as the sole general partner of AVF X Overage, may be deemed to beneficially own the AVF X Overage Shares, combined with AVF X Shares (the "X Record Shares") as of December 31, 2023.

AVP IX LLC, as the sole general partner of AVP IX LP and AVP IX Overage GP, may be deemed to beneficially own the IX Record Shares. As managing directors of AVP IX LLC, each Managing Director may also be deemed to share the power to direct the disposition and vote of the IX Record Shares.

AVP X LLC, as the sole general partner of AVP X LP and AVP X Overage GP, may be deemed to beneficially own the X Record Shares. As Investment Committee Members of AVP X LLC, each Committee Member may also be deemed to share the power to direct the disposition and vote of the X Record Shares.

In addition, as of December 31, 2023, Nelsen is a holder of options to purchase 88,591 shares of Common Stock (the "Vested Option Shares") and 1,353 fully vested restricted stock units ("RSUs") and Enzo Family Trust of 2015, the beneficiaries of which are members of Nelsen's family, holds 12,500 shares of common stock.

(b) Percent of class:

See line 11 of the cover sheets. The percentages set forth on the cover sheet for each Reporting Person (other than Nelsen) is based upon 197,133,208 shares of common stock outstanding as of October 31, 2023 as reported on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 8, 2023. For Nelsen, the Vested Option Shares were included in the number of shares of Common Stock outstanding.

- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
See line 5 of the cover sheets.
 - (ii) Shared power to vote or to direct the vote:
See line 6 of the cover sheets.
 - (iii) Sole power to dispose or to direct the disposition:
See line 7 of the cover sheets.
 - (iv) Shared power to dispose or to direct the disposition:
See line 8 of the cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certifications

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2024

ARCH VENTURE FUND IX, L.P.

By: ARCH Venture Partners IX, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, LLC

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND IX OVERAGE, L.P.

By: ARCH Venture Partners IX Overage, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX OVERAGE, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND X, L.P.

By: ARCH Venture Partners X, L.P.
its General Partner

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS X, L.P.

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS X, LLC

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND X OVERAGE, L.P.

By: ARCH Venture Partners X Overage, L.P.
its General Partner

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS X OVERAGE, L.P.

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

*

Keith Crandell

*

Robert Nelsen

*

Clinton Bybee

*

Kristina Burow

*

Steven Gillis

* By: /s/ Mark McDonnell
Mark McDonnell as
Attorney-in-Fact

* This Schedule 13G was executed by Mark McDonnell pursuant to Powers of Attorney filed as Exhibit 24.0 and Exhibit 24.1 to the Form 3 relating to the beneficial ownership of shares of Sana Biotechnology, Inc. by certain of the Reporting Persons filed with the Securities and Exchange Commission on February 3, 2021 and incorporated herein in its entirety by reference and Powers of Attorney filed as Exhibit 24 to the Form 3 relating to the beneficial ownership of shares of Gossamer Bio, Inc. by certain of the Reporting Persons filed with the Securities and Exchange Commission on February 7, 2019 and incorporated herein in its entirety by reference.

AGREEMENT

Pursuant to Rule 13d-1-(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Sana Biotechnology, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: February 9, 2024

ARCH VENTURE FUND IX, L.P.

By: ARCH Venture Partners IX, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, LLC

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND IX OVERAGE, L.P.

By: ARCH Venture Partners IX Overage, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX OVERAGE, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND X, L.P.

By: ARCH Venture Partners X, L.P.
its General Partner

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS X, L.P.

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS X, LLC

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND X OVERAGE, L.P.

By: ARCH Venture Partners X Overage, L.P.
its General Partner

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS X OVERAGE, L.P.

By: ARCH Venture Partners X, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

*

Keith Crandell

*

Robert Nelsen

*

Clinton Bybee

*

Kristina Burow

*

Steven Gillis

* By: /s/ Mark McDonnell
Mark McDonnell as
Attorney-in-Fact

* This Agreement of Joint Filing was executed by Mark McDonnell pursuant to Powers of Attorney filed as Exhibit 24.0 and Exhibit 24.1 to the Form 3 relating to the beneficial ownership of shares of Sana Biotechnology, Inc. by certain of the Reporting Persons filed with the Securities and Exchange Commission on February 3, 2021 and incorporated herein in its entirety by reference and Powers of Attorney filed as Exhibit 24 to the Form 3 relating to the beneficial ownership of shares of Gossamer Bio, Inc. by certain of the Reporting Persons filed with the Securities and Exchange Commission on February 7, 2019 and incorporated herein in its entirety by reference.
