

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>WILLIAMS DOUGLAS E</u> (Last) (First) (Middle) <u>C/O SANA BIOTECHNOLOGY, INC.</u> <u>188 EAST BLAINE STREET, SUITE 400</u> (Street) <u>SEATTLE WA 98102</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & President, R&D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</u>	
	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				

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
Restricted Stock Units	(1)	03/07/2024		A		67,083		(2)	(2)	Common Stock	67,083	\$0.00	67,083	D	
Stock Option (Right to Buy)	\$9.58	03/07/2024		A		301,875		(3)	03/06/2034	Common Stock	301,875	\$0.00	301,875	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Sana Biotechnology, Inc. ("Sana") common stock.
- The restricted stock units vest in four equal installments on each of March 7, 2025, 2026, 2027 and 2028, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.
- The option vests and becomes exercisable as to 25% of the underlying shares on March 7, 2025 and in 36 equal monthly installments thereafter, provided that the reporting person provides continuous service to Sana as an employee, consultant, director or officer of Sana through each such date.

Remarks:

/s/ Julie Shah, Attorney-in-Fact 03/08/2024
for Douglas E. Williams

** 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.