

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund V General Partner LLC</u>  (Last) (First) (Middle) 55 CAMBRIDGE PARKWAY SUITE 800E  (Street) CAMBRIDGE MA 02142  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	06/06/2023		S		181,461	D	\$6.3061 <sup>(1)</sup>	10,920,533	I	By Flagship Ventures Fund V, L.P. <sup>(2)</sup>
Common Stock	06/06/2023		S		22,297	D	\$6.3061 <sup>(1)</sup>	1,403,037	I	By Flagship V VentureLabs Rx Fund, L.P. <sup>(3)</sup>
Common Stock	06/07/2023		S		177,240	D	\$6.2397 <sup>(4)</sup>	10,743,293	I	By Flagship Ventures Fund V, L.P. <sup>(2)</sup>
Common Stock	06/07/2023		S		22,760	D	\$6.2397 <sup>(4)</sup>	1,380,277	I	By Flagship V VentureLabs Rx Fund, L.P. <sup>(3)</sup>
Common Stock								11,441,326	I	By Flagship VentureLabs V, LLC <sup>(5)</sup>
Common Stock								9,725,122	I	By Flagship Pioneering Fund VI, L.P. <sup>(6)</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					

1. Name and Address of Reporting Person\*  
Flagship Ventures Fund V General Partner LLC

(Last)	(First)	(Middle)
55 CAMBRIDGE PARKWAY		
SUITE 800E		
<hr/>		
(Street)		
CAMBRIDGE	MA	02142
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Flagship Ventures Fund V, L.P.](#)

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(Last)	(First)	(Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E		
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(Street)		
CAMBRIDGE	MA	02142
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Flagship V VentureLabs Rx Fund, L.P.](#)

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55 CAMBRIDGE PARKWAY, SUITE 800E		
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(Street)		
CAMBRIDGE	MA	02142
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[AFEYAN NOUBAR](#)

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(Last)	(First)	(Middle)
55 CAMBRIDGE PARKWAY, SUITE 800E		
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(Street)		
CAMBRIDGE	MA	02142
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(City)	(State)	(Zip)

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.30 to \$6.415, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents shares held directly by Flagship Ventures Fund V, L.P. ("Flagship Fund V"). Flagship Ventures Fund V General Partner LLC ("Flagship V GP") is the general partner of Flagship Fund V. Noubar B. Afeyan, Ph.D. is the sole manager of Flagship V GP. Each of the reporting persons except Flagship Fund V disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship V VentureLabs Rx Fund, L.P. ("Flagship Fund V Rx"). Flagship V GP is the general partner of Flagship Fund V Rx. Each of the reporting persons except Flagship Fund V Rx disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.20 to \$6.36, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents shares held directly by Flagship VentureLabs V LLC. ("VentureLabs V"). VentureLabs V Manager LLC ("VentureLabs V Manager") is the manager of VentureLabs V. Flagship Pioneering, Inc. ("Flagship Pioneering") is the manager of VentureLabs V Manager. Dr. Afeyan is the CEO and sole stockholder of Flagship Pioneering. Each of the reporting persons except VentureLabs V disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- Represents shares held directly by Flagship Pioneering Fund VI, L.P. ("Flagship Fund VI"). Flagship Pioneering Fund VI General Partner LLC ("Flagship Fund VI GP") is the general partner of Flagship Fund VI. Flagship Pioneering is the manager of Flagship Fund VI GP. Each of the reporting persons except Flagship Fund VI disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

**Remarks:**

[Flagship Ventures Fund V](#)  
[General Partner LLC, By: /s/](#) 06/08/2023  
[Noubar B. Afeyan, Ph.D.](#),  
 Title: [Manager](#)

[Flagship Ventures Fund V,](#)  
[L.P., By: Flagship Ventures](#)  
[Fund V General Partner LLC,](#) 06/08/2023  
[its General Partner, By: /s/](#)  
[Noubar B. Afeyan, Ph.D.](#),  
 Title: [Manager](#)

[Flagship V VentureLabs Rx](#) 06/08/2023  
[Fund, L.P., By: Flagship](#)  
[Ventures Fund V General](#)

Partner LLC, its General  
Partner, By: /s/ Noubar B.  
Afeyan, Ph.D., Title: Manager  
/s/ Noubar B. Afeyan, Ph.D. 06/08/2023

\*\* 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.**