

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 8, 2023

**SANA BIOTECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39941**  
(Commission  
File Number)

**83-1381173**  
(IRS Employer  
Identification Number)

**188 East Blaine Street, Suite 400**  
**Seattle, Washington 98102**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (206) 701-7914**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	SANA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Sana Biotechnology, Inc. (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”) on June 8, 2023. The final results for each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting are set forth below. These proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2023.

*Proposal 1:* The Company’s stockholders elected all the nominees to serve as Class II directors of the Company’s Board of Directors, each to serve for a three-year term expiring at the Company’s 2026 annual meeting of stockholders or until his or her respective successor is duly elected and qualified, by the votes set forth in the table below:

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Hans E. Bishop	108,928,064	19,856,165	14,296,363
Robert Nelsen	111,403,976	17,380,253	14,296,363
Alise S. Reicin, M.D.	110,664,981	18,119,248	14,296,363

*Proposal 2:* The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, by the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
142,770,600	184,749	125,243

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Sana Biotechnology, Inc.**

Date: June 9, 2023

By: \_\_\_\_\_ /s/ Bernard J. Cassidy  
**Bernard J. Cassidy**  
**Executive Vice President and General Counsel**

