

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>MacDonald James J.</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 _____ Officer (give title below) _____ Other (specify below) _____ <input checked="" type="checkbox"/> EVP & General Counsel		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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			
Common Stock	05/13/2022		A ⁽¹⁾	V	1,183	A	\$4.284 ⁽²⁾	430,600	D	
Common Stock	06/13/2022		M		66,796	A	\$1.48	497,396	D	
Common Stock								7,812	I	Held by The James J. MacDonald and Rena Chng Trust dtd 01/15/10
Common Stock								125,000	I	Held by the KOM Trust
Common Stock								125,000	I	Held by the NMM Trust

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
Stock Option (Right to Buy)	\$1.48	06/13/2022		M		66,796		(3)	01/26/2030	Common Stock	66,796	\$0.00	51,954	D	

Explanation of Responses:

- The reporting person is voluntarily reporting the acquisition of shares of common stock of Sana Biotechnology, Inc. (the "Issuer") pursuant to the Sana Biotechnology, Inc. 2021 Employee Stock Purchase Plan ("ESPP") for the ESPP purchase period of November 17, 2021 through May 13, 2022. This transaction is exempt under Rule 16b-3(c).
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the Issuer's common stock on May 13, 2022.
- 25% of the shares underlying the option vested and became exercisable on February 14, 2021, and the remainder of the shares underlying the option vest at a rate of 1/36th per month thereafter.

Remarks:

/s/ James J. MacDonald 06/15/2022
 ** 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.