SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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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 Addre Dynamics S	ess of Reporting Per ponsor LLC	rson [*]		er Name and Ticker a <u>mics Special</u>		^{mbol} Corp. [SNTI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner				
(Last) C/O 2875 EL C	(First) CAMINO REAL	(Middle)	3. Date 06/08/	of Earliest Transac 2022	tion (Month/Da	ay/Year)	-	Officer (give title below)	Othe belo	r (specify v)	
(Street) REDWOOD CITY	СА	94061	4. If Am	nendment, Date of (Original Filed (Month/Day/Year)	6. Indiv	 Individual or Joint/Group Filing (Check Applicable X Form filed by One Reporting Person Form filed by More than One Reporting Pe 			
(City)	(State)	(Zip)									
		Table I - No	on-Derivative S	Securities Acc	uired, Dis	posed of, or Benefic	ially O	wned			
Da		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

		· · ·	· ·					Reported		(Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	06/08/2022		M ⁽¹⁾⁽²⁾		5,750,000	Α	\$0 ⁽¹⁾⁽²⁾	6,465,500	D ⁽³⁾	
Common Stock	06/08/2022		J ⁽¹⁾⁽²⁾		6,465,500	D	\$0 ⁽¹⁾⁽²⁾	0	D ⁽³⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			•	0 / 1				· • ·							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	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)			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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	Amount or Number of Shares		(Instr. 4)		
Class B Common Stock	(1)(2)	06/08/2022		M ⁽¹⁾⁽²⁾			5,750,000	(1)(2)	(1)(2)	Class A Common Stock ⁽¹⁾⁽²⁾	5,750,000	(1)(2)	0	D ⁽¹⁾⁽²⁾⁽³⁾	

Explanation of Responses:

1. Each share that Dynamics Sponsor LLC, a Delaware limited liability company (the "Sponsor"), held as record holder of Class B common stock, par value \$0.0001, automatically converted into one share of Class A common stock, par value \$0.0001, at the closing of the Issuer's initial business combination on June 8, 2022, and, pursuant to the Issuer's amended certificate of incorporation which came into effect on such date, shares of Class A common stock became shares of common stock (without class designation), par value \$0.0001, of the Issuer at such time. The shares of Class B common stock had no expiration date.

2. In connection with the business combination, following the conversion of Class B common stock into Class A common stock, 871,028 shares of Class A common stock were forfeiture described in the preceding sentence, the Sponsor distributed all shares of Class A common stock held by it to its members, which include Dynamics Group, LLC, an entity which Omid Farokhzad controls and is the sole member of, and David Epstein.

3. The Sponsor was the record holder of these shares. The Sponsor is governed by a board of managers consisting of Omid Farokhzad and Mostafa Ronaghi.

Remarks:

Mr. Farokhzad's beneficial ownership interest in the Sponsor is held indirectly through Dynamics Group, LLC, of which Mr. Farokhzad is the sole member. For the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of the Sponsor and Dynamics Group, LLC may be deemed a director by deputization with respect to the Issuer on the basis of Mr. Farokhzad's service on the Issuer's board of directors. The Sponsor disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

/s/ Omid Farokhzad as Manager 06/10/2022

** 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)