

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

OMB Number: 3235-0104  
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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 Address of Reporting Person* <u>Celadon Partners SPV 24</u>  (Last) (First) (Middle) <u>C/O SENTI BIOSCIENCES, INC</u> <u>2 CORPORATE DRIVE FIRST</u> <u>FLOOR</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/06/2025</u>	3. Issuer Name and Ticker or Trading Symbol <u>Senti Biosciences, Inc. [ SNTI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	03/06/2025 <sup>(1)</sup>	(2)	Common Stock <sup>(1)</sup>	9,777,000 <sup>(1)</sup>	2.25 <sup>(3)</sup>	D	
Common Stock Warrant (Right to Buy)	03/06/2025 <sup>(4)</sup>	12/09/2029	Common Stock	7,999,500	2.3	D	
Common Stock Warrant (Right to Buy)	03/06/2025 <sup>(5)</sup>	12/31/2029	Common Stock	6,666,000	2.3	D	

**Explanation of Responses:**

1. On March 6, 2025, the stockholders of the Issuer approved the Proposals as set forth in Section 8 of the Designation of Preferences, Rights and Limitations of the Series A Convertible Voting Preferred Stock attached as Exhibit 3.1 (the "Certificate of Designation") to the Issuer's Form 8-K filed with the Securities and Exchange Commission on December 2, 2024 (the "Form 8-K"). Capitalized terms that are used but not defined in this Form 3 have the meanings given to them in the Certificate of Designation. As a result, the shares of Series A Convertible Preferred Stock, par Value \$0.0001 per share (the "Series A Preferred Stock") of the Issuer are convertible, at the Issuer's or the Reporting Person's option, into shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"). On the Automatic Conversion Date, as set forth in the Certificate of Designation, each share of Series A Preferred Stock shall automatically convert into 1,000 shares of Common Stock.

2. The shares of Series A Preferred Stock have no expiration date.

3. The Conversion Price of the Series A Preferred Stock is subject to adjustment as set forth in the Certificate of Designation.

4. The warrant is exercisable for Common Stock at an exercise price per share equal to \$2.30 (subject to adjustment) (the "December 9 Warrant"). The December 9 Warrant is exercisable on or after the stockholder approval, which occurred on March 6, 2025, and on or prior to the five year anniversary of the original issuance date. The December 9 Warrant cannot be exercised by the Reporting Persons if, after giving effect thereto, the Reporting Person, together with his/her affiliates, would beneficially own more than 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to such exercise. The Reporting Person may increase this percentage not in excess of 45.00% by providing at least 61 days' prior notice to the Issuer. As of the date of this filing, the Reporting Person has not provided notice to the Issuer to increase its beneficial ownership limitation and, as a result, the December 9 Warrant is not exercisable in the next 60 days.

5. The warrant is exercisable for Common Stock at an exercise price per share equal to \$2.30 (subject to adjustment) (the "December 31 Warrant"). The December 31 Warrant is exercisable on or after the stockholder approval, which occurred on March 6, 2025, and on or prior to the five year anniversary of the original issuance date. The December 31 Warrant cannot be exercised by the Reporting Persons if, after giving effect thereto, the Reporting Person, together with his/her affiliates, would beneficially own more than 9.99% of the number of shares of the Common Stock outstanding immediately after giving effect to such exercise. The Reporting Person may increase this percentage not in excess of 45.00% by providing at least 61 days' prior notice to the Issuer. As of the date of this filing, the Reporting Person has not provided notice to the Issuer to increase its beneficial ownership limitation and, as a result, the December 31 Warrant is not exercisable in the next 60 days.

Celadon Partners SPV 24, 03/13/2025

By: Celadon Partners,  
LLC (as sole manager of  
Celadon Partners SPV 24),  
/s/ David Egglshaw, as

[manager of Celadon  
Partners, LLC](#)

\*\* 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 5 (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.**