

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Lu Timothy K</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>06/08/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Senti Biosciences, Inc.</u> [<u>SNTI</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President</u>	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)
Common Stock	559,496	D	
Common Stock	528,390	I	See footnote ⁽¹⁾
Common Stock	528,390	I	By spouse

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			
Stock Option (Right to Buy)	(2)	02/01/2031	Common Stock	454,254	2.66	D	
Stock Option (Right to Buy)	(3)	12/18/2031	Common Stock	2,187,850	9.92	D	
Stock Option (Right to Buy)	(4)	12/18/2031	Common Stock	315,748	9.92	D	
Earnout Rights (Common Stock)	(5)	06/08/2024	Common Stock	22,811	(5)	I	See footnote ⁽¹⁾
Earnout Rights (Common Stock)	(6)	06/08/2025	Common Stock	22,811	(6)	I	See footnote ⁽¹⁾
Earnout Rights (Common Stock)	(5)	06/08/2024	Common Stock	22,811	(5)	I	By spouse
Earnout Rights (Common Stock)	(6)	06/08/2025	Common Stock	22,811	(6)	I	By spouse
Earnout Rights (Common Stock)	(5)	06/08/2024	Common Stock	24,153	(5)	D	
Earnout Rights (Common Stock)	(6)	06/08/2025	Common Stock	24,153	(6)	D	

Explanation of Responses:

1. The shares are held by Luminen Services, LLC, as trustee of the Luminen Trust, of which the reporting person is the settlor. The reporting person disclaims Section 16 beneficial ownership of the securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed to be an admission that he has beneficial ownership of such shares for Section 16 or any other purpose.

2. 25% of the shares underlying this option vested on February 2, 2022 and the remainder vest in 36 substantially equal monthly installments thereafter, subject to the reporting person's continued service through the applicable vesting date.

3. 25% of the shares underlying this option vest on June 8, 2023 and the remainder vest in 36 substantially equal monthly installments thereafter, subject to the reporting person's continued service through the applicable vesting date.

4. 25% of the shares underlying this option vest on each date that the closing price of the Issuer's Common Stock equals or exceeds the applicable price per share ("Hurdle Price Per Share") for at least 20 out of 30 consecutive trading days (collectively, the "Performance Conditions" and the date on which an applicable Performance Condition is satisfied, an "Earned Date"). The Hurdle Price Per Share is \$2.90, \$3.87, \$4.84 and \$5.81, respectively. Once an applicable Performance Condition is satisfied, the applicable percentage of the shares subject to this option shall vest 50% on the later of the applicable Earned Date or the first anniversary of the date of grant of this Stock Option, and 50% on the later of the applicable Earned Date or the second anniversary of the date of grant, subject to the reporting person's continued service through the applicable vesting date.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Curt Herberts III, Deborah Knobelman, Mike Rhee, and Eric Allen, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or securityholder of Senti Biosciences, Inc., a Delaware corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of May 25, 2022.

/s/ Timothy K. Lu

Signature

Timothy K. Lu

Print Name