|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE** |  |  |  |  |  |
|  | **COMMISSION** |  |  | |  |  |
|  |  |  | |  |  |
|  |  | OMB APPROVAL | | |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  | OMB Number: | 3235- |  |  |
|  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  | 0104 |  |  |
|  |  |  |  |  |
|  |  | Estimated average burden | | |  |
|  | **SECURITIES** |  |  | 0.5 |  |  |

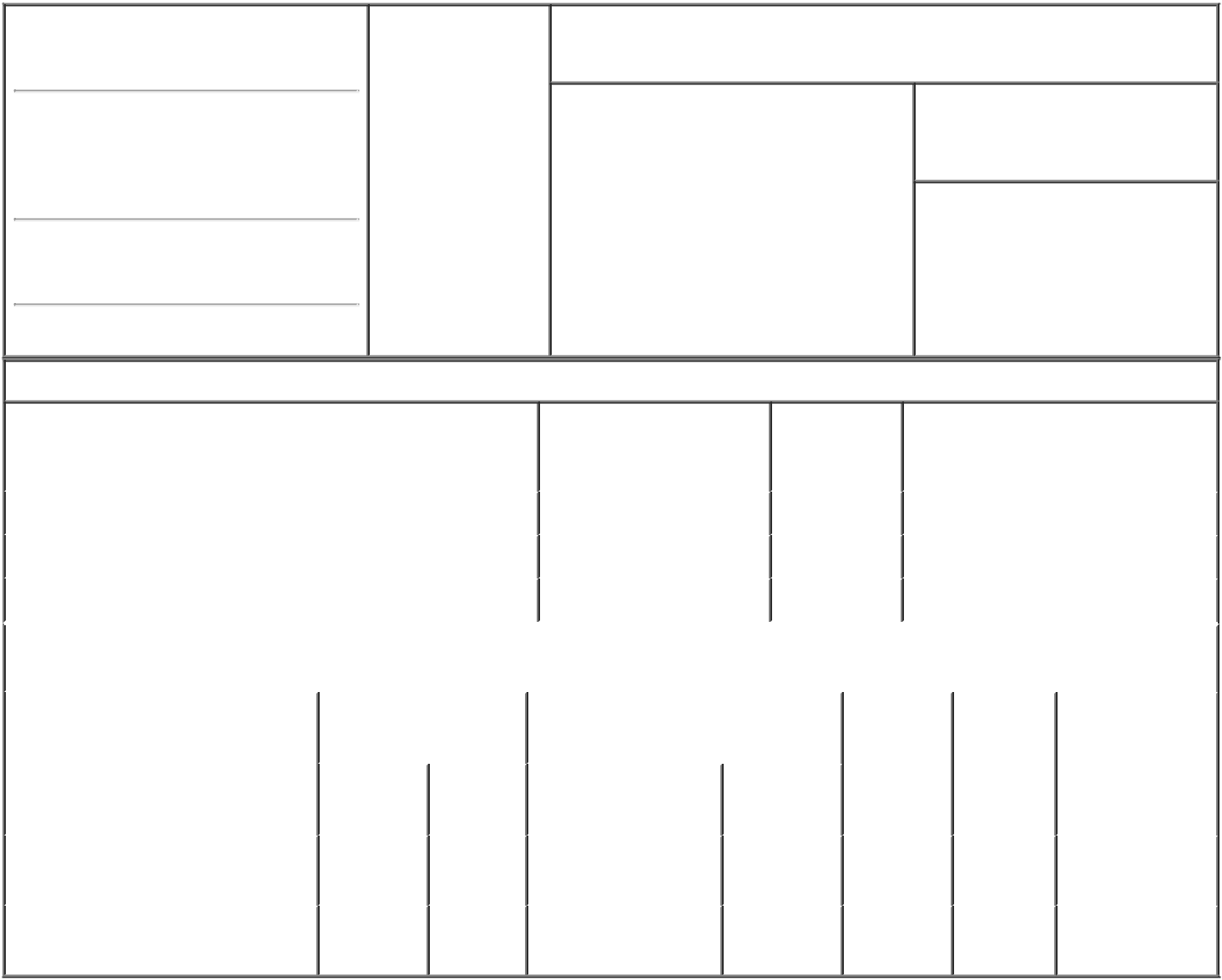


hours per

response:

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 | | | \* | 2. Date of Event |  |
|  | Requiring Statement |  |
|  | [Farquharson Andrew](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001865699) | |  |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  | 07/29/2021 |  |

3. Issuer Name **and** Ticker or Trading Symbol

[Rani Therapeutics Holdings, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001856725) [ RANI ]

(Last) (First) (Middle)

C/O RANI THERAPEUTICS LLC 2051 RINGWOOD AVE.

|  |  |
| --- | --- |
| (Street) |  |
| SAN JOSE CA | 95131 |

(City) (State) (Zip)

1. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner

Officer (give Other (specify

title below) below)

1. If Amendment, Date of Original Filed (Month/Day/Year)

07/29/2021

1. Individual or Joint/Group Filing (Check Applicable Line)

* 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** | **3. Ownership** | **4. Nature of Indirect Beneficial** |
|  | **Beneficially Owned (Instr.** | **Form: Direct** | **Ownership (Instr. 5)** |
|  | **4)** | **(D) or Indirect** |  |
|  |  | **(I) (Instr. 5)** |  |
|  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Class A Common Stock |  |  |  | 829,435(1) | I | | See footnote(1)(2) | |  |  |  |
|  | Class B Common Stock |  |  |  | 2,564,861(1) | I | | See footnote(1)(3) | |  |  |  |
|  | Class B Common Stock |  |  |  | 187,394(1) | D | |  |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Beneficially Owned** | | | | | |  |  |  |  |
|  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | |  |  |  |  |
|  |  |  |  | |  | |  |  |  |  |  |  |
|  | **1. Title of Derivative Security (Instr.** |  | **2. Date Exercisable and** | | **3. Title and Amount of Securities** | | | **4.** | **5.** | **6. Nature of** | |  |
| **4)** | |  | **Expiration Date** | | **Underlying Derivative Security (Instr.** | | | **Conversion** | **Ownership** | **Indirect Beneficial** | |  |
|  |  |  | **(Month/Day/Year)** | | **4)** |  |  | **or Exercise** | **Form:** | **Ownership (Instr.** | |  |
|  |  |  |  |  |  |  |  | **Price of** | **Direct (D)** | **5)** |  |  |
|  |  |  |  |  |  | **Amount or** | |  |  |
|  |  |  |  |  |  | **Derivative** | **or Indirect** |  |  |  |
|  |  |  | **Date** | **Expiration** | **Title** | **Number of** | | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Shares** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A Common LLC Units(4) | (4) | | (4) | Class A Common | 2,564,861(1) |  | (4) | I | See footnote(1)(3) | |  |
|  | Stock(4) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A Common LLC Units(4) | (4) | | (4) | Class A Common | 429,503(1) |  | (4) | D |  |  |  |
|  | Stock(4) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. This amendment is being filed to correctly reflect the shares held directly and indirectly.
2. Represents 378,533 shares of Class A Common Stock of the Issuer ("Class A Shares") held by Biologix Partners, LP and 450,902 Class A Shares held by VH Rani, LP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
3. Represents 2,492,441 shares of Class B Common Stock of the Issuer ("Class B Shares") held by InCube Ventures II, L.P. and 72,420 Class B Shares held by Rani Investment Corp. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
4. Represents Common LLC Units of Rani Therapeutics, LLC, a direct subsidiary of the Issuer. The Common LLC Units are redeemable at the election of the Reporting Person at any time for newly-issued Class A Shares on a one-for-one basis or, if mutually agreed with the Issuer, a cash payment equal to the volume weighted average market price of one Class A Share for each Common LLC Unit redeemed (subject to customary adjustments, including for stock splits, stock dividends and reclassifications). However, the Issuer may elect to effect a direct exchange of such Class A Shares (or such cash, if mutually agreed) for such Common LLC Units.

**Remarks:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | /s/ Josh Seidenfeld, | | | |  |  |
|  |  |  |  |  |  |  |
|  | Attorney-in-Fact for | | | | 08/02/2021 |  |
|  |  | |  |  |  |  |
|  | Andrew Farquharson | | | |  |  |
|  |  | | |  |  |  |
|  | \*\* Signature of Reporting | | | | Date |  |
|  | Person | | | |  |
|  |  |  |
| 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.**