SEC Form 4

**FORM 4**

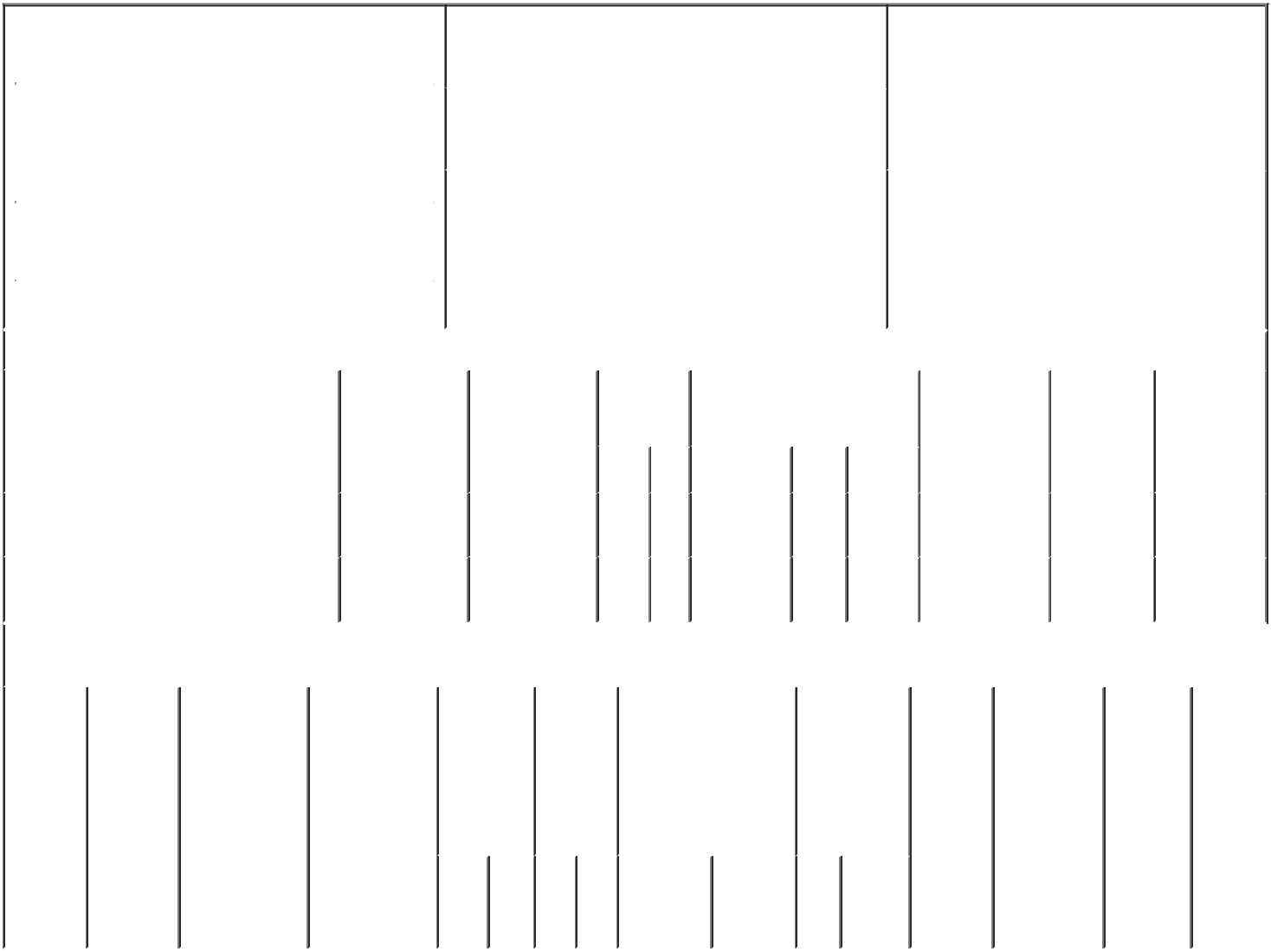
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | | |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [Farquharson Andrew](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001865699) | | | | |  |  |  |  | [Rani Therapeutics Holdings, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001856725) [ RANI ] | | | | | | | | | | (Check all applicable) | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Director | |  | 10% Owner | | | | |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | | | (Middle) | | |  |  |  |  |  |  | below) | |  | below) | |  |  |  |  |
|  |  | C/O RANI THERAPEUTICS LLC | | | | | | | | 02/03/2022 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 2051 RINGWOOD AVE. | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | |  |
|  |  | SAN JOSE | | CA |  |  | 95131 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | | | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  |  | |  | |  | | | |  | | |  | |  |  | |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  | | | |  |  | |  |  |  | |  |  |  |  |  | | | |  |  |  | |  | |  | |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | | **2. Transaction** | | |  | **2A. Deemed** | | | **3.** |  | **4. Securities Acquired (A) or** | | | | |  |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | | |  |
|  |  |  |  |  |  |  | **Date** | | |  | **Execution Date,** | | | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and** | | | | | | | **Securities** |  | **Form: Direct** | | **Indirect** | | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year) if any** | | | | |  |  | **Code (Instr.** | | **5)** |  |  |  |  |  |  | **Beneficially** | | **(D) or** |  | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | **8)** |  |  |  |  |  |  |  |  | **Owned Following** | | **Indirect (I)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** | | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | **Amount** | | **(A) or** | **Price** | |  |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Class A Common Stock | | | | | | 02/03/2022 | | | |  |  |  | J(1) | | 827,467(2) | | D | $0.00 | | |  | 0 |  |  | I | See |  |  |  |  |
|  |  |  |  |  |  |  | footnote(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A Common Stock | | | | | | 02/03/2022 | | | |  |  |  |  | J | 66,127(3)(4) | | A | $0.00 | | |  | 66,127 | |  | I | See |  |  |  |  |
|  |  |  |  |  |  |  | footnote(3)(4) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | |  |  |  |  | | |  | |  |  | | |  |  |  |  | |  |  |  | | |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | | **3A. Deemed** | | | **4.** | | **5. Number** | | | **6. Date Exercisable and** | | | **7. Title and** | | |  |  | **8. Price of** | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | | **Execution Date,** | | | **Transaction** | | **of** | |  | **Expiration Date** | | | **Amount of** | | |  |  | **Derivative** | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year) if any** | | | | | **Code (Instr.** | | **Derivative** | | | **(Month/Day/Year)** | | | **Securities** | | |  |  | **Security** | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  |  | **(Month/Day/Year)** | | | **8)** | | **Securities** | | |  |  |  | **Underlying** | | |  |  | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | | **Ownership** | | |  |
|  |  |  | **Derivative** | |  |  |  |  |  |  |  | **Acquired** | |  |  |  |  | **Derivative** | | |  |  |  | **Owned** |  | **or Indirect** | | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** | |  |  |  |  | **Security (Instr.** | | | | |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | |  |  |  |  | **3 and 4)** | | |  |  |  | **Reported** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | | |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** | |  | **of** | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Code V** | | **(A) (D)** | |  | **Exercisable Date** | | | **Title** | **Shares** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. Biologix Partners, LP and VH Rani, LP. distributed these shares to its limited partners on a pro rata basis, for no consideration.
2. Represents previously held 378,564 shares of Class A Common Stock of the Issuer ("Class A Shares") held by Biologix Partners, LP and 448,903 Class A Shares held by VH Rani, LP.
3. InCube Ventures II, L.P., is the limited partner of Biologix Partners, LP and VH Rani, LP. InCube Ventures II, L.P. therefore received 12,289 Class A Shares distributed by Biologix Partners, LP and 41,495 Class A Shares distributed by VH Rani, LP. and now owns those shares directly. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
4. VH Moll, L.P., is a limited partner of VH Rani, LP. VH Moll, L.P. therefore received 12,343 Class A Shares distributed by VH Rani, LP. and now owns those shares directly. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Josh Seidenfeld, Attorney-



in-Fact for Andrew 02/07/2022



Farquharson



\*\* 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.**