

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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 Address of Reporting Person* <u>Imran Talat</u> _____ (Last) (First) (Middle) C/O RANI THERAPEUTICS LLC 2051 RINGWOOD AVE. _____ (Street) SAN JOSE CA 95131 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/29/2021	3. Issuer Name and Ticker or Trading Symbol <u>Rani Therapeutics Holdings, Inc. [ RANI ]</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) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 07/29/2021  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Class A Common Stock	829,435 <sup>(1)</sup>	I	See footnote <sup>(1)(2)</sup>

**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			
Class A Common LLC Units <sup>(3)</sup>	(3)	(3)	Class A Common Stock <sup>(3)</sup>	43,421 <sup>(1)</sup>	(3)	D	
Stock Option (Right to Buy)	(4)	07/28/2031	Class A Common Stock	78,877 <sup>(1)</sup>	9.45 <sup>(5)</sup>	D	

**Explanation of Responses:**

- This amendment is being filed to correctly reflect the shares held directly and indirectly.
- 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.
- Represents Class A Common LLC Units of Rani Therapeutics, LLC, a direct subsidiary of the Issuer. The Class A Common LLC Units are exchangeable for shares of Class A Common Stock on a one-for-one basis at the discretion of the holder, subject to certain exceptions, conditions and adjustments, and have no expiration date.
- The shares subject to the option vest as follows: 1/48th of the shares subject to the option vest monthly over four years from June 17, 2021.
- This amendment is being filed to correctly reflect the exercise price of the Stock Option.

**Remarks:**

/s/ Josh Seidenfeld,  
Attorney-in-Fact for Talat Imran 08/02/2021

\*\* 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.

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