

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Ausiello Dennis A</u> <hr/> (Last) (First) (Middle) C/O RANI THERAPEUTICS LLC 2051 RINGWOOD AVE. <hr/> (Street) SAN JOSE CA 95131 <hr/> (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 Officer (give title below) Other (specify below)	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)
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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				
Class A Common LLC Units	(1)	(1)	Class A Common Stock	91,936 ⁽²⁾	(1)	D
Stock Option (Right to Buy)	(3)	07/28/2031	Class A Common Stock	79,242 ⁽²⁾	9.45 ⁽⁴⁾	D

Explanation of Responses:

- 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.
- This amendment is being filed to correctly reflect the shares held.
- The shares subject to the option vest as follows: 1/36th of the shares subject to the option vest monthly over three 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
Dennis A. Ausiello

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.

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.