|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |  |  |

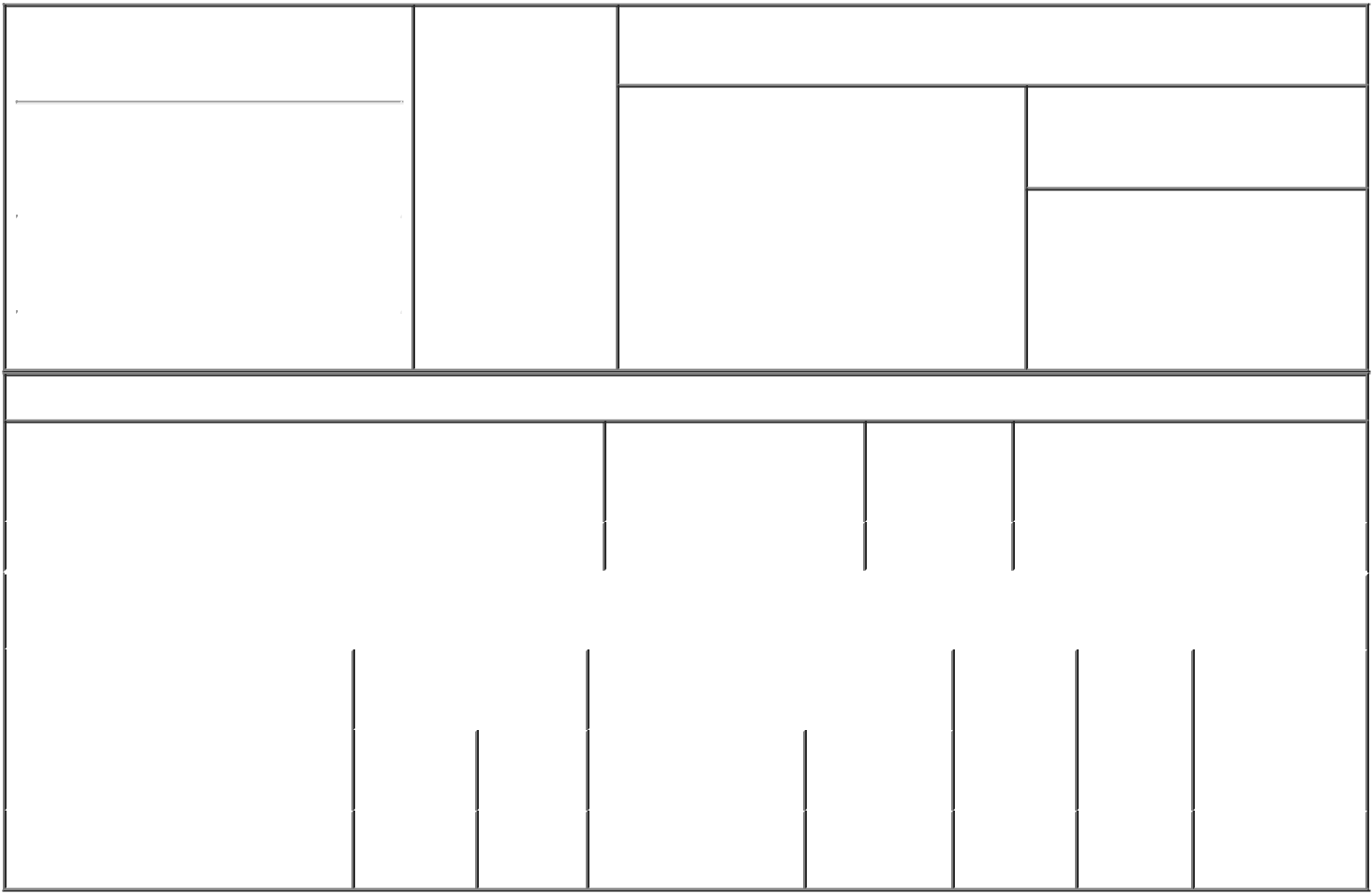


hours per

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 |  |
|  | [InCube Labs, L.L.C.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001873082) | |  |  |
|  |  | (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) |
| 2051 RINGWOOD AVE. | |  |
|  |  |  |
| (Street) |  |  |
| SAN JOSE | CA | 95131 |
|  |  |  |
| (City) | (State) | (Zip) |

1. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X 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 B Common Stock |  |  |  | 22,389,982(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** | |  |
|  |  |  | **(Month/Day/Year)** | | **4)** |  | **or Exercise** | **Form:** | **Beneficial** | |  |
|  |  |  |  |  |  |  | **Price of** | **Direct (D)** | **Ownership (Instr.** | |  |
|  |  |  |  |  |  | **Amount or** |  |
|  |  |  |  |  |  | **Derivative** | **or Indirect** | **5)** |  |  |
|  |  |  | **Date** | **Expiration** | **Title** | **Number of** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A Common LLC Units(2)(3) | (2) | | (2) | Class A Common | 22,389,982(1) | (2)(3) | D |  |  |  |
|  | Stock(2) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. This amendment is being filed to correctly reflect the shares held.
2. 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 Common Stock of the Issuer ("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.
3. Upon the redemption or exchange by the Reporting Person of any Class A Common LLC Units, a number of Class B Common Stock of the Issuer ("Class B Shares") held by the Reporting Person equal to the number of Common LLC Units that are redeemed or exchanged will be automatically cancelled by the Issuer for no consideration.

**Remarks:**

/s/ Josh Seidenfeld,



Attorney-in-Fact for Mir 08/02/2021



Imran, President of InCube



Labs, LLC



|  |  |  |
| --- | --- | --- |
| \*\* 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.**