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).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* |  | 2. Issuer Name **and** Ticker or Trading Symbol |  |  | 5. Relationship of Reporting Person(s) to Issuer |  |
|  |  | [IMRAN MIR A](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001031686) |  |  |  |  |  | [Rani Therapeutics Holdings, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001856725) [ RANI ] | (Check all applicable) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director |  | 10% Owner |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title |  | Other (specify |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) |  |  |  |  |  |  |  | below) |  | below) |  |  |  |  |
|  |  | C/O RANI THERAPEUTICS LLC | 08/17/2022 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 2051 RINGWOOD AVE. |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) |  |  |  |  |  |  |  |  |  |
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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 5)** |  |  | **Securities** | **Form: Direct** | **Indirect** |  |
|  |  |  |  |  |  |  | **(Month/Day/Year) if any** |  |  | **Code (Instr.** |  |  |  |  |  |  |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  |  |  |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** |  |  |  |  | **Transaction(s)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  |  |  |  | **(Instr. 3 and 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A Common Stock | 08/17/2022 |  |  |  |  | S | 71,042(1) |  | D | $10.51(2) |  | 75,655 |  | I | See |  |
|  |  |  |  |  |  |  |  | footnote(3) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A Common Stock | 08/17/2022 |  |  |  |  | S | 9,210(1) |  | D | $11.62(4) |  | 66,445 |  | I | See |  |
|  |  |  |  |  |  |  |  | footnote(5) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **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. The Reporting Person is a General Partner of Rani Investment Corp. Represents Class A Shares held by Rani Investment Corp.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $10.39 to $11.37, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (2) and (4) to this Form 4.
3. The Reporting Person is a General Partner of InCube Ventures II, L.P. and Rani Investment Corp. InCube Labs, L.L.C. is wholly-owned by the Reporting Person and his family. Represents 52,781 shares of Class A Common Stock of the Issuer held by InCube Ventures II, L.P., 13,664 shares of Class A Common Stock of the Issuer held by InCube Labs, L.L.C., and 9,210 shares of Class A Common Stock of the Issuer held by Rani Investment Corp. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $11.39 to $11.975, inclusive.
5. The Reporting Person is a General Partner of InCube Ventures II, L.P. InCube Labs, L.L.C. is wholly-owned by the Reporting Person and his family. Represents 52,781 shares of Class A Common Stock of the Issuer held by InCube Ventures II, L.P. and 13,664 shares of Class A Common Stock of the Issuer held by InCube Labs, L.L.C. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Josh Seidenfeld, Attorney- |  | 08/19/2022 |  |
| in-Fact for Mir A. Imran |  |  |
|  |  |  |
| \*\* 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.**