

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Palihapitiya Chamath</u> <hr/> (Last) (First) (Middle) C/O SC MASTER HOLDINGS, LLC 506 SANTA CRUZ AVENUE, SUITE 300 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROKIDNEY CORP. [ PROK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/05/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A ordinary shares	10/05/2023		s		52,621	D	\$4.7646 <sup>(1)</sup>	9,447,379	I <sup>(2)</sup>	See footnote <sup>(2)</sup>
Class A ordinary shares	10/06/2023		s		75,000	D	\$4.4848 <sup>(3)</sup>	9,372,379	I <sup>(2)</sup>	See footnote <sup>(2)</sup>
Class A ordinary shares	10/09/2023		s		75,000	D	\$4.203 <sup>(4)</sup>	9,297,379	I <sup>(2)</sup>	See footnote <sup>(2)</sup>
Class A ordinary shares	10/10/2023		s		75,000	D	\$4.3355 <sup>(5)</sup>	9,222,379	I <sup>(2)</sup>	See footnote <sup>(2)</sup>
Class A ordinary shares								2,073,000	I <sup>(6)</sup>	See footnote <sup>(6)</sup>
Class A ordinary shares								3,000,000	I <sup>(7)</sup>	See footnote <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

1. Name and Address of Reporting Person\*  
Palihapitiya Chamath  


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 (Last) (First) (Middle)  
 C/O SC MASTER HOLDINGS, LLC  
 506 SANTA CRUZ AVENUE, SUITE 300  


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 (Street)  
 MENLO PARK CA 94025  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SC Master Holdings, LLC  


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 (Last) (First) (Middle)

506 SANTA CRUZ AVENUE, SUITE 300

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

SC PIPE Holdings LLC

(Last) (First) (Middle)

506 SANTA CRUZ AVENUE, SUITE 300

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.6812 to \$4.8148. The reporting person undertakes to provide ProKidney Corp. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
2. Represents shares held by SC PIPE Holdings LLC ("PIPE Holdings"). PIPE Holdings is controlled by Mr. Palihapitiya and SC Master Holdings, LLC ("Master Holdings") is the sole member of PIPE Holdings. Mr. Palihapitiya and Master Holdings may be deemed to beneficially own shares held directly by PIPE Holdings by virtue of their indirect or direct interests in PIPE Holdings or their control over PIPE Holdings, as the case may be.
3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.3262 to \$4.5847. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.1540 to \$4.3782. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.1050 to \$4.5100. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
6. Represents shares held by Master Holdings. Master Holdings is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own shares held by Master Holdings by virtue of his indirect interests in Master Holdings or his control over Master Holdings, as the case may be.
7. Represents shares held by a trust for the benefit of Mr. Palihapitiya's immediate family.

SC PIPE Holdings LLC By:

/s/ Connor Nowinski, as 10/10/2023

Authorized Signatory

SC Master Holdings, LLC By:

/s/ Connor Nowinski, as 10/10/2023

Authorized Signatory

Chamath Palihapitiya By: /s/

Connor Nowinski, as 10/10/2023

Attorney-in-Fact

\*\* 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.**