

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13D
(Rule 13d-101)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)***

**ProKidney Corp.
(Name of Issuer)**

**Class A ordinary shares, par value \$0.0001 per share
(Title of Class of Securities)**

**G7S53R104
(CUSIP Number)**

**Tolerantia, LLC
110 East 59th Street
Suite 2800
New York, New York 10022
(212) 883-0200**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

**Jason Daniel
Akin Gump Strauss Hauer & Feld LLP
2300 N. Field Street
Suite 1800
Dallas, TX 75201
(214) 969-4209**

**February 5, 2024
(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Tolerantia, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

88,639,961⁽¹⁾

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

88,639,961⁽¹⁾

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,639,961⁽¹⁾

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.6%⁽²⁾

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Represents 88,639,961 Class B ordinary shares, \$0.0001 par value (the "Class B ordinary shares"), of ProKidney Corp. ("ProKidney"), held by Tolerantia, LLC, a Delaware limited liability company ("Tolerantia"), which is an affiliate controlled and majority-owned by Mr. Pablo Legorreta (together with Tolerantia, the "Reporting Persons"). Mr. Legorreta controls the voting and disposition of the shares held by Tolerantia. Mr. Legorreta disclaims beneficial ownership of the shares held by Tolerantia except to the extent of his indirect pecuniary interest therein. The business address of Tolerantia is 110 East 59th Street, Suite 2800, New York, New York, 10022. The Reporting Persons have the right to exchange their common units of ProKidney LP (the "Common Units") and an equal number of Class B ordinary shares on a one-for-one basis for Class A ordinary shares, \$0.0001 par value (the "Class A ordinary shares").

(2) ProKidney reported that it has 253,434,630 shares of Class A ordinary shares and Class B ordinary shares outstanding on a combined basis as of November 14, 2023 in its quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 14, 2023. If the beneficial ownership percentage were computed based solely on the outstanding Class A ordinary shares and the Class A ordinary shares issuable upon the conversion of Class B ordinary shares and the exchange of the Common Units, which are deemed to be beneficially owned by Tolerantia, Tolerantia would beneficially own 56.6%.

1 NAMES OF REPORTING PERSONS

Pablo Legorreta

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

88,639,961⁽¹⁾

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

88,639,961⁽¹⁾

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,639,961⁽¹⁾

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

37.6%⁽²⁾

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Represents 88,639,961 Class B ordinary shares held by Tolerantia, which is an affiliate controlled and majority-owned by Mr. Pablo Legorreta. Mr. Legorreta controls the voting and disposition of the shares held by Tolerantia. Mr. Legorreta disclaims beneficial ownership of the shares held by Tolerantia except to the extent of his indirect pecuniary interest therein. The business address of Tolerantia is 110 East 59th Street, Suite 2800, New York, New York, 10022. The Reporting Persons have the right to exchange their Common Units and an equal number of Class B ordinary shares on a one-for-one basis for Class A ordinary shares.
- (2) ProKidney reported that it has 253,434,630 shares of Class A ordinary shares and Class B ordinary shares outstanding on a combined basis as of November 14, 2023 in its quarterly report on Form 10-Q filed with the SEC on November 14, 2023. If Mr. Legorreta's beneficial ownership percentage were computed based solely on the outstanding Class A ordinary shares and the Class A ordinary shares issuable upon the conversion of Class B ordinary shares and the exchange of the Common Units held by Tolerantia, which are deemed to be beneficially owned by Mr. Legorreta, Mr. Legorreta would beneficially own 56.6%.

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 to Schedule 13D amends and supplements the Schedule 13D filed by the undersigned with the Securities and Exchange Commission (the "SEC") on July 22, 2022, as amended and supplemented on November 2, 2023 (collectively, the "Schedule 13D"). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) – (b)

Tolerantia:

- Amount beneficially owned: 88,639,961
- Percent of Class: 37.6% based on the number of Class A ordinary shares and Class B ordinary shares outstanding on a combined basis and 56.6% based solely on the outstanding Class A ordinary shares and the Class A ordinary shares issuable upon the conversion of Class B ordinary shares and the exchange of the Common Units beneficially owned by Tolerantia as set forth below
- Number of shares the Reporting Person has:
 - Sole power to vote or direct the vote: 0
 - Shared power to vote: 88,639,961
 - Sole power to dispose or direct the disposition of: 0
 - Shared power to dispose or direct the disposition of: 88,639,961

Pablo Legorreta:

- Amount beneficially owned: 88,639,961
- Percent of Class: 37.6% based on the number of Class A ordinary shares and Class B ordinary shares outstanding on a combined basis and 56.6% based on the outstanding Class A ordinary shares and the Class A ordinary shares issuable upon the conversion of Class B ordinary shares and the exchange of the Common Units held by Tolerantia, which are deemed to be beneficially owned by Mr. Legorreta as set forth below
- Number of shares the Reporting Person has:
 - Sole power to vote or direct the vote: 0
 - Shared power to vote: 88,639,961
 - Sole power to dispose or direct the disposition of: 0
 - Shared power to dispose or direct the disposition of: 88,639,961

Mr. Legorreta controls the voting and disposition of the shares held by Tolerantia. Mr. Legorreta disclaims beneficial ownership of the shares held by Tolerantia except to the extent of his indirect pecuniary interest therein.

The aggregate percentage of Class A ordinary shares reported as beneficially owned by each Reporting Person is determined in accordance with SEC rules and is based upon a total of 253,434,630 shares, comprising 67,885,666 Class A ordinary shares and 167,548,964 Class B ordinary shares outstanding as of November 14, 2023, which is the total number of shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on November 14, 2023, as adjusted for the conversion set forth in 5(c) below. The Reporting Persons have the right to exchange their Common Units and an equal number of Class B ordinary shares on a one-for-one basis for Class A ordinary shares. The applicable SEC rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and include Class A ordinary shares issuable upon the conversion or exercise of other securities that are immediately convertible or exercisable, or are convertible or exercisable within 60 days of the filing of this Schedule 13D.

(c) Prior to February 5, 2024 (the "Transaction Date"), Tolerantia held 89,388,913 Common Units and an equal number of Class B ordinary shares (the "Paired Interests"), 84,160,537 of which were held by Nefro Health, an Irish partnership that is an affiliate controlled and majority-owned by Mr. Pablo Legorreta, and 5,228,376 of which were held by other investors which are unaffiliated with Mr. Legorreta (the "Unaffiliated Investors"). On the Transaction Date, Tolerantia exchanged 748,952 of the 5,228,376 Paired Interests attributable to the interests of the Unaffiliated Investors in Tolerantia for 748,952 Class A ordinary shares, which it subsequently distributed in-kind pro rata for no consideration to the Unaffiliated Investors.

(d) To the best knowledge of each Reporting Person, no one other than the Reporting Persons identified herein has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A ordinary shares reported herein as beneficially owned by any Reporting Person.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2024

TOLERANTIA, LLC

By: /s/ Jaime Gomez-Sotomayor
Name: Jaime Gomez-Sotomayor
Title: Authorized Signatory

PABLO LEGORRETA

By: /s/ Pablo Legorreta