

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>Cowen Aaron</u> (Last) (First) (Middle) <u>C/O SUVRETTA CAPITAL MANAGEMENT, LLC</u> <u>540 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/28/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>PROKIDNEY CORP. [PROK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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)
Class A ordinary shares, par value \$0.0001 per share	11,428,937 ⁽¹⁾	I ⁽⁵⁾	I ⁽⁵⁾
Class A ordinary shares, par value \$0.0001 per share	912,329 ⁽²⁾	I ⁽⁵⁾	I ⁽⁵⁾
Class A ordinary shares, par value \$0.0001 per share	144,917 ⁽³⁾	I	I ⁽³⁾
Class A ordinary shares, par value \$0.0001 per share	712,583 ⁽⁴⁾	D	

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	Title	Amount or Number of Shares			

Explanation of Responses:

- 1. Notes are included on Exhibit 99.1 hereto.
- 2. Notes are included on Exhibit 99.1 hereto.
- 3. Notes are included on Exhibit 99.1 hereto.
- 4. Notes are included on Exhibit 99.1 hereto.
- 5. Notes are included on Exhibit 99.1 hereto.

Remarks:

Exhibit List: Exhibit 99.1 - Explanation of Responses

/s/ Aaron Cowen

10/22/2024

** 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.

Explanation of Responses:

- (1) Reflects Class A ordinary shares, par value \$0.0001 per share, of ProKidney Corp. (the “Class A ordinary shares”) directly held by Averill Master Fund, Ltd. (the “Averill Fund”).
- (2) Reflects Class A ordinary shares directly held by Averill Madison Master Fund, Ltd.. (the “Averill Madison Fund”).
- (3) Reflects 144,917 Class A ordinary shares held by The Aaron Cowen 2012 Family Trust, which is for the benefit of certain immediate family members of Mr. Cowen and for which Mr. Cowen’s spouse serves as the trustee.
- (4) Reflects 712,583 Class A ordinary shares directly held by Mr. Cowen.
- (5) Mr. Cowen may be deemed to control Suvretta Capital Management, LLC, the investment manager of each of the Averill Fund and the Averill Madison Fund, and therefore may be deemed to beneficially own the Class A ordinary shares held by the Averill Fund and the Averill Madison Fund. Mr. Cowen disclaims beneficial ownership of the Class A ordinary shares reported herein except to the extent of any indirect pecuniary interest therein.