

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>07/11/2022</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	3,182,300 ⁽¹⁾	I	See footnote ⁽³⁾
Class A ordinary shares, par value \$0.0001 per share	3,087,000 ⁽²⁾	I	See footnote ⁽³⁾

**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				

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.

Remarks:

Exhibit List: Exhibit 99.1 - Explanation of Responses

/s/ Aaron Cowen

07/21/2022

** 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 SVAV Sponsor III, LLC (“SVAV”).
- (3) Mr. Cowen (i) may be deemed to control SVAV and therefore may be deemed to beneficially own the Class A ordinary shares held by SVAV and (ii) may be deemed to control Suvretta Capital Management, LLC, the investment manager of the Averill Fund, and therefore may be deemed to beneficially own the Class A ordinary shares held by the Averill Fund. Mr. Cowen disclaims beneficial ownership of the Class A ordinary shares reported herein except to the extent of any indirect pecuniary interest therein.