

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

**Form 8-K**

**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 15, 2021**

**SOCIAL CAPITAL SUVRETTA HOLDINGS CORP. III**

(Exact name of registrant as specified in its charter)

**Commission file number: 001-40560**

**Cayman Islands**  
(State of incorporation)

**98-1586514**  
(I.R.S. Employer  
Identification No.)

**2850 W. Horizon Ridge Parkway, Suite 200**  
**Henderson, NV**  
(Address of principal executive offices)

**89052**  
(Zip Code)

**(650)-521-9007**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A ordinary shares, \$0.0001 par value per share	DNAC	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 4.02 Non-Reliance on Previously Issued Financial Statements or Related Audit Report or Completed Interim Report.**

In connection with the preparation of its financial statements as of September 30, 2021, Social Capital Suvretta Holdings Corp. III (the “Company”) reevaluated the classification of its Class A ordinary shares and concluded that it is appropriate to restate the presentation of Class A ordinary shares subject to possible redemption to reflect all 25,000,000 Class A ordinary shares issued to the public in connection with the Company’s initial public offering (the “Public Shares”) as temporary equity. The Company previously recorded the Class A ordinary shares subject to possible redemption to be equal to the redemption value of such shares, while also taking into consideration the requirement in the Company’s amended and restated memorandum and articles of association that redemptions cannot result in net tangible assets falling below \$5,000,001 (the “Minimum Net Tangible Assets Requirement”). The Company had therefore recorded a portion of the Public Shares as permanent equity. Upon further evaluation, the Company has determined that the Public Shares include certain redemption features that are not solely within the control of the Company. Under Accounting Standards Codification (“ASC”) 480-10-S99, *Distinguishing Liabilities from Equity*, redemption provisions not solely within the control of the Company require ordinary shares subject to redemption to be classified as temporary equity, regardless of the Minimum Net Tangible Assets Requirement.

Therefore, on November 15, 2021, the Company’s management and audit committee of the board of directors (the “Audit Committee”) concluded that the Company’s audited balance sheet as of July 2, 2021, as reported in the Company’s Current Report on Form 8-K filed on July 9, 2021 should be restated to report all Public Shares as temporary equity. Considering such restatement, such balance sheet, as well as the relevant portions of any communication which describes or are based on such balance sheet, should no longer be relied upon. There has been no change in the Company’s total assets, liabilities or operating results as a result of such restatement.

The Company has reflected such restatement in its Quarterly Report on Form 10-Q for the quarter-ended September 30, 2021 (the “Quarterly Report”), as filed with the Securities and Exchange Commission (the “SEC”).

The Company’s management and Audit Committee have discussed the matters disclosed in this Current Report on Form 8-K pursuant to this Item 4.02 with Marcum LLP, the Company’s independent registered public accounting firm.

**Cautionary Statement Regarding Forward-Looking Statements**

This report may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this report are forward-looking statements. When used in this report, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to the Company or its management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the SEC. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s prospectus for its initial public offering filed with the SEC on July 1, 2021, as supplemented in the Quarterly Report, and as those may be further amended and/or supplemented in subsequent filings with the SEC. Copies of such filings are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this report, except as required by law.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SOCIAL CAPITAL SUVRETTA HOLDINGS CORP. III**

By: /s/ James Ryans

James Ryans

Chief Financial Officer

Dated: November 16, 2021