

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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> <hr/> (Last) (First) (Middle) <u>C/O SUVRETTA CAPITAL MANAGEMENT, LLC</u> <u>540 MADISON AVENUE, 7TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROKIDNEY CORP. [ PROK ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2023</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A ordinary shares	03/31/2023		J <sup>(1)</sup>		3,087,000 <sup>(1)</sup>	D	\$0 <sup>(1)</sup>	3,193,175 <sup>(2)</sup>	I	See footnote <sup>(2)(4)</sup>
Class A ordinary shares	03/31/2023		J <sup>(3)</sup>		857,500 <sup>(3)</sup>	A	\$0 <sup>(3)</sup>	4,050,675	I	See footnote <sup>(3)(4)</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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1
- 3. See Exhibit 99.1
- 4. See Exhibit 99.1

**Remarks:**

Exhibit List: Exhibit 99.1 Explanation of Responses

/s/ Aaron Cowen                      04/04/2023

\*\* 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.

Explanation of Responses:

- (1) This transaction reflects a pro rata distribution (the "Distribution") of 3,087,000 Class A ordinary shares, par value \$0.0001 per share, of ProKidney Corp. (the "Class A ordinary shares") directly held by SVAV Sponsor III, LLC ("SVAV") to its members for no additional consideration. As Mr. Cowen may be deemed to control SVAV, the Class A ordinary shares held by SVAV prior to the Distribution were previously reported as being beneficially owned by Mr. Cowen.
- (2) Reflects 3,193,175 Class A ordinary shares directly held by Averill Master Fund, Ltd. (the "Averill Fund"). Mr. Cowen 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.
- (3) As a result of the Distribution, as members of SVAV, Mr. Cowen received 712,583 Class A ordinary shares from SVAV and The Aaron Cowen 2012 Family Trust (the "Trust") received 144,917 Class A ordinary shares from SVAV, in each case, for no additional consideration. Mr. Cowen may be deemed to control the Trust and therefore may be deemed to beneficially own the Class A ordinary shares directly held by the Trust.
- (4) Mr. Cowen disclaims beneficial ownership of the Class A ordinary shares reported herein except to the extent of any indirect pecuniary interest therein.