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

SCHEDULE 13D

**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)

Chamath Palihapitiya
c/o SC Master Holdings, LLC
506 Santa Cruz Avenue, Suite 300
Menlo Park, California 94025
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 13, 2023
(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 .

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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Chamath Palihapitiya	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 13,361,473 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 13,361,473 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,361,473 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 21.7%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

- (1) Consisting of 13,361,473 Class A ordinary shares, par value \$0.0001 per share, of ProKidney Corp. (the "Issuer," and its Class A ordinary shares, the "Issuer Class A ordinary shares"). SC PIPE Holdings LLC ("SC PIPE Holdings") is the record holder of 8,288,473 of the Issuer Class A ordinary shares reported herein. SC PIPE Holdings is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own Issuer Class A ordinary shares held directly by SC PIPE Holdings by virtue of his indirect interests in SC PIPE Holdings or his control over SC PIPE Holdings, as the case may be. SC Master Holdings, LLC ("SC Master Holdings") is the record holder of 2,073,000 of the Issuer Class A ordinary shares reported herein. SC Master Holdings is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own Issuer Class A ordinary shares held directly by SC Master Holdings by virtue of his indirect interests in SC Master Holdings or his control over SC Master Holdings, as the case may be. A trust for the benefit of members of Mr. Palihapitiya's immediate family (the "Trust") is the record holder of 3,000,000 of the Issuer Class A ordinary shares reported herein. Mr. Palihapitiya may be deemed to beneficially own Issuer Class A ordinary shares held directly by the Trust.

1	NAMES OF REPORTING PERSONS SC PIPE Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 8,288,473 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 8,288,473 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,288,473 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Consisting of 8,288,473 Issuer Class A ordinary shares held of record by SC PIPE Holdings. SC PIPE Holdings is controlled by Mr. Palihapitiya and SC Master Holdings is the sole member of SC PIPE Holdings. Mr. Palihapitiya and SC Master Holdings may be deemed to beneficially own Issuer Class A ordinary shares held directly by SC PIPE Holdings by virtue of their indirect or direct interests in SC PIPE Holdings or their control over SC PIPE Holdings, as the case may be.

1	NAMES OF REPORTING PERSONS SC Master Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 10,361,473 ⁽¹⁾
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 10,361,473 ⁽¹⁾
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,361,473 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Consisting of 10,361,473 Issuer Class A ordinary shares. SC PIPE Holdings is the record holder of 8,288,473 of the Issuer Class A ordinary shares reported herein. SC Master Holdings is the sole member of SC PIPE Holdings. SC Master Holdings may be deemed to beneficially own Issuer Class A ordinary shares held directly by SC PIPE Holdings by virtue of its direct interests in SC PIPE Holdings or its control over SC PIPE Holdings, as the case may be. SC Master Holdings is the record holder of 2,073,000 of the Issuer Class A ordinary shares reported herein. SC Master Holdings is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own Issuer Class A ordinary shares held directly by SC Master Holdings by virtue of his indirect interests in SC Master Holdings or his control over SC Master Holdings, as the case may be.

Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission on July 20, 2022, as amended to date (the "Schedule 13D"), relating to the Class A ordinary shares, par value \$0.0001 per share (the "Issuer Class A ordinary shares"), of ProKidney Corp., a Cayman Islands exempted company limited by shares (the "Issuer"). The address of the principal executive office of the Issuer is 2000 Frontis Plaza Blvd., Ste 250, Winston-Salem, NC 27103.

Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Capitalized terms defined in the Schedule 13D are used herein as so defined.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented by the following:

The information contained on the cover pages of this Amendment is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(b) of the Schedule 13D are hereby amended and supplemented by the following:

The information contained on the cover pages of this Amendment is incorporated herein by reference.

Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following:

On October 5, 2023, SC PIPE Holdings LLC sold 52,621 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$4.7646 per share.

On October 6, 2023, SC PIPE Holdings LLC sold 75,000 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$4.4848 per share.

On October 9, 2023, SC PIPE Holdings LLC sold 75,000 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$4.2030 per share.

On October 10, 2023, SC PIPE Holdings LLC sold 75,000 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$4.3355 per share.

On October 11, 2023, SC PIPE Holdings LLC sold 75,000 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$3.8438 per share.

On October 12, 2023, SC PIPE Holdings LLC sold 18,775 and 143,088 Issuer Class A ordinary shares in open market transactions, at weighted average prices of \$3.1424 and \$2.6348 per share, respectively.

On October 13, 2023, SC PIPE Holdings LLC sold 250,000 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$2.6701 per share.

On October 16, 2023, SC PIPE Holdings LLC sold 215,543 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$2.8701 per share.

On October 17, 2023, SC PIPE Holdings LLC sold 106,400 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$2.8323 per share.

On October 18, 2023, SC PIPE Holdings LLC sold 125,100 Issuer Class A ordinary shares in open market transactions, at a weighted average price of \$2.2814 per share.

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: October 18, 2023

CHAMATH PALIHAPITIYA

By: /s/ Chamath Palihapitiya

SC PIPE HOLDINGS LLC

By: SC MASTER HOLDINGS, LLC, its sole member

By: SOCIAL CAPITAL GROUP LLC, its sole member

By: /s/ Chamath Palihapitiya
Name: Chamath Palihapitiya
Title: Chief Executive Officer

SC MASTER HOLDINGS, LLC

By: SOCIAL CAPITAL GROUP LLC, its sole member

By: /s/ Chamath Palihapitiya
Name: Chamath Palihapitiya
Title: Chief Executive Officer