

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Palihapitiya Chamath</u> (Last) (First) (Middle) C/O SC MASTER HOLDINGS, LLC 506 SANTA CRUZ AVENUE, SUITE 300 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROKIDNEY CORP. [PROK]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) 07/11/2022	
		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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A ordinary shares	07/11/2022		A		9,000,000	A	\$10	9,640,000	I ⁽¹⁾	See footnote ⁽¹⁾
Class A ordinary shares	07/11/2022		M		6,220,000	A	\$0.00	15,860,000	I ⁽²⁾⁽³⁾	See footnote ⁽²⁾⁽³⁾
Class A ordinary shares	07/11/2022		J		3,087,000	D	\$0.00	12,773,000	I ⁽⁴⁾	See footnote ⁽⁴⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B ordinary shares	(5)	07/11/2022		M			6,220,000	(5)	(5)	Class A ordinary shares	6,220,000	0	I ⁽²⁾⁽³⁾	See footnote ⁽²⁾⁽³⁾

Explanation of Responses:

- Represents Class A ordinary shares purchased by SC PIPE Holdings LLC ("SC PIPE Holdings") in connection with the consummation of the business combination between the issuer and ProKidney LP (the "Business Combination"). SC PIPE Holdings is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own shares held 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.
- The Class B ordinary shares held by SCS Sponsor III LLC (the "Sponsor") converted to Class A ordinary shares on a one-for-one basis upon the consummation of the Business Combination.
- The Sponsor is managed by its managers, Chamath Palihapitiya and Kishan Mehta. A majority of the voting interests of the Sponsor are held by SC SPAC Holdings LLC, which is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own shares held by the Sponsor by virtue of his indirect interests in the Sponsor or his shared control over the Sponsor, as the case may be.
- Represents the distribution for no consideration by the Sponsor of 6,860,000 Class A ordinary shares to its members pro rata in accordance with their respective interests (the "Sponsor Distribution"). SC Master Holdings, LLC ("SC Master Holdings"), received 3,773,000 Class A ordinary shares in the Sponsor Distribution. SC Master Holdings is controlled by Mr. Palihapitiya. Mr. Palihapitiya may be deemed to beneficially own shares held 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.
- The Class B ordinary shares were automatically convertible into Class A ordinary shares at the time of the issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to certain adjustments, and had no expiration date.

Remarks:

The inclusion of the securities in this report shall not be deemed an admission by the reporting person of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose or that any of the transactions reported herein are subject to Section 16.

CHAMATH PALIHAPITIYA

By: /s/ James Ryans, as attorney-in-fact

07/13/2022

** 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 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.