

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Legorreta Pablo G.</u> (Last) (First) (Middle) C/O PROKIDNEY CORP 2000 FRONTIS PLAZA BOULEVARD, SUITE 250 (Street) WINSTON- SALEM NC 27103 (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) <input checked="" type="checkbox"/> 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	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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	Title	Amount or Number of Shares				
Class B Ordinary Shares	(1)(3)	07/11/2022		A		94,677,968 ⁽⁴⁾		(4)	(4)	Class A Ordinary Shares	94,677,968 ⁽⁴⁾	\$0	94,677,968 ⁽⁴⁾	I	See footnote ⁽²⁾
Common Units in ProKidney LP	(5)(6)	07/11/2022		A		94,677,968 ⁽⁶⁾		(6)	(6)	Class A Ordinary Shares	94,677,968 ⁽⁶⁾	\$0	94,677,968 ⁽⁶⁾	I	See footnote ⁽²⁾
Earnout Rights	(7)	07/11/2022		A		10,500,000 ⁽⁷⁾⁽⁸⁾		(7)	(7)	Class A Ordinary Shares	10,500,000 ⁽⁷⁾⁽⁸⁾	\$0	10,500,000	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
Legorreta Pablo G.
 (Last) (First) (Middle)
 C/O PROKIDNEY CORP
 2000 FRONTIS PLAZA BOULEVARD, SUITE 250
 (Street)
 WINSTON-SALEM NC 27103
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Tolerantia, LLC
 (Last) (First) (Middle)
 110 EAST 59TH STREET
 SUITE 3300
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

Explanation of Responses:

- Does not include any Class B Ordinary Shares held by Control Empresarial de Capitales, S.A. de C.V. ("CEC") which executed a voting agreement pursuant to which through July 11, 2025, CEC will vote all Ordinary Shares beneficially held by it in a manner proportionate to the manner in which all other Class B Ordinary Shares not held by CEC (including those held by Tolerantia) are voted, solely with respect to the election, appointment or removal of any director to the issuer's board of directors.
- Represents equity interests held by Tolerantia, which is an affiliate controlled and majority owned by Pablo Legorreta. Mr. Legorreta controls the voting and disposition of the equity interests held by Tolerantia. Mr. Legorreta disclaims beneficial ownership of the equity interests held by Tolerantia except to the extent of his indirect pecuniary interest therein.
- Each Class B Ordinary Share has no economic rights but entitles the reporting person to vote on all matters on which shareholders of the issuer vote and may, at the election of the reporting person and subject to the limitations set forth in the Exchange Agreement and the Second Amended and Restated Company Partnership Agreement (each as defined and as described in the issuer's Definitive Proxy Statement filed with the Securities and Exchange Commission on June 10, 2022 (the "Merger Proxy")), be exchanged, together with the paired Common Unit in ProKidney LP ("ProKidney") (a "Common Unit"), for a Class A Ordinary Share on a one-for-one basis.
- 91,677,968 of the Class B Ordinary Shares were received pursuant to the terms of the Business Combination Agreement in exchange for historical interests held by the reporting persons in ProKidney and 3,000,000 of the Class B Ordinary Shares were acquired at the closing of the transactions (the "Closing") contemplated by the Business Combination Agreement by and between the issuer and ProKidney, dated as of January 18, 2022 (the "Business Combination Agreement"), pursuant to a subscription agreement between the reporting person and the issuer as part of the PIPE Investment (as defined in the Merger Proxy) for a per share price of \$10. The Class B Ordinary Shares do not expire.
- Each Common Unit may, at the election of the reporting persons and subject to the limitations set forth in the Exchange Agreement and the Second Amended and Restated Company Partnership Agreement, be exchanged, together with the paired Class B Ordinary Share, into a Class A Ordinary Share on a one-for-one basis.
- 91,677,968 of the Common Units were received pursuant to the terms of the Business Combination Agreement in exchange for historical interests held by the reporting persons in ProKidney and 3,000,000 of the Common Units were acquired at the Closing pursuant to a subscription agreement between the reporting person and the issuer as part of the PIPE Investment for a per unit price of \$10. The Common Units do not expire.

7. The Earnout Rights were received pursuant to the terms of the Business Combination Agreement. Pursuant to the earnout provisions of the Business Combination Agreement, the reporting persons are entitled to receive earnout restricted Common Units ("Earnout RCUs") and earnout restricted Class B Ordinary Shares ("Earnout RSRs" and together with the Earnout RCS, the "Earnout Rights") that vest in three equal tranches based on the achievement of share price milestones set forth below in footnote (8) below. Once vested, the Earnout RCUs will automatically convert into Common Units and the Earnout RSRs will automatically convert into Class B Ordinary Shares, which, as noted in footnotes (3) and (5) above, may be exchanged for Class A Ordinary Shares at the election of the reporting persons.

8. One-third of the Earnout Rights will vest upon the volume weighted average price ("VWAP") of a Class A Ordinary Share reaching \$15.00 per share for any 20 trading days over any consecutive 30 day trading period, an additional one-third of the Earnout Rights will vest upon the VWAP of a Class A Ordinary Share reaching \$20.00 per share for any 20 trading days over any consecutive 30 day trading period and the final one-third of the Earnout Rights will vest upon the VWAP of a Class A Ordinary Share reaching \$25.00 per share for any 20 trading days over any consecutive 30 day trading period, in each case, such share price milestone must be achieved by the fifth anniversary of the Closing.

/s/ Todd Girolamo as Attorney-in-
Fact for Pablo G Legorreta 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.

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