

OMB APPROVAL	
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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>Jain Deepak</u> <hr/> (Last) (First) (Middle) <u>C/O PROKIDNEY CORP.</u> <u>2000 FRONTIS PLAZA BOULEVARD, SUITE 250</u> <hr/> (Street) <u>WINSTON- SALEM NC 27103</u> <hr/> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>07/11/2022</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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			

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
Class B Ordinary Shares	(1)(2)	07/11/2022		A		1,567,939		(2)	(2)	Class A Ordinary Shares	1,567,939	\$0	1,567,939	D	
Common Units in ProKidney LP ⁽³⁾	(3)(4)	07/11/2022		A		1,567,939		(4)	(4)	Class A Ordinary Shares	1,567,939	\$0	1,567,939	D	

Explanation of Responses:

- 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), 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.
- These 937,836 Class B Ordinary Shares and 630,103 Restricted Stock Rights in respect of Class B Ordinary Shares ("Class B PMEL RSRs") were received pursuant to the terms of the Business Combination Agreement by and between the issuer and ProKidney, dated as of January 18, 2022 (the "Business Combination Agreement") in exchange for historical interests held by the reporting person in ProKidney. The Class B PMEL RSRs vest in installments over a period through January 17, 2026, and upon vesting are immediately settled as Class B Ordinary Shares. The Class B Ordinary Shares and Class B PMEL RSRs do not expire.
- Each Common Unit 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, be exchanged, together with the paired Class B Ordinary Share, into a Class A Ordinary Share on a one-for-one basis.
- These 937,836 Common Units and 630,103 Restricted Common Units of ProKidney Equity LLC that upon vesting will settle in Common Units ("PMEL RCUs") were received pursuant to the terms of the Business Combination Agreement in exchange for historical interests held by the reporting person in ProKidney. The PMEL RCUs vest in installments over a period through January 17, 2026. The Common Units and the PMEL RCUs do not expire.

/s/ Todd Girolamo as Attorney-in-Fact for Deepak Jain 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.