

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>Legorreta Pablo G.</u> _____ (Last) (First) (Middle) <u>C/O PROKIDNEY CORP.</u> <u>2000 FRONTIS PLAZA BOULEVARD, SUITE 250</u> _____ (Street) <u>WINSTON-SALM NC 27103</u> _____ (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) <u>02/05/2024</u>	
	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			
Class A Ordinary Shares	02/05/2024		C		748,952	A	\$0.00	748,952	I	See footnote <sup>(1)</sup>
Class A Ordinary Shares	02/05/2024		J <sup>(2)</sup>		748,952	D	\$0.00	0	I	See footnote <sup>(1)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Ordinary Shares <sup>(3)</sup>	\$0.00	02/05/2024		C			748,952	(4)	(4)	Class A Ordinary Shares	748,952	\$0.00	88,639,961	I	See footnote <sup>(1)</sup>
Common Units in ProKidney LP <sup>(3)</sup>	\$0.00	02/05/2024		C			748,952	(5)	(5)	Class A Ordinary Shares	748,952	\$0.00	88,639,961	I	See footnote <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>Legorreta Pablo G.</u> _____ (Last) (First) (Middle) <u>C/O PROKIDNEY CORP.</u> <u>2000 FRONTIS PLAZA BOULEVARD, SUITE 250</u> _____ (Street) <u>WINSTON-SALM NC 27103</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Tolerantia, LLC</u> _____ (Last) (First) (Middle) <u>110 EAST 59TH STREET</u> <u>SUITE 2800</u> _____ (Street) <u>NEW YORK NY 10022</u> _____ (City) (State) (Zip)

**Explanation of Responses:**

1. 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.

2. Prior to February 5, 2024 (the "Transaction Date"), Tolerantia held 89,388,913 Common Units in ProKidney and an equal number of Class B Ordinary Shares (the "Paired Interests"), 84,160,537 of which were held by Nefro Health, an Irish partnership that is an affiliate controlled and majority-owned by Mr. Pablo Legorreta, and 5,228,376 of which were held by other investors which are unaffiliated with Mr. Legorreta (the "Unaffiliated Investors"). On the Transaction Date, Tolerantia exchanged 748,952 of the 5,228,376 Paired Interests attributable to the interests of the Unaffiliated Investors in Tolerantia for 748,952 Class A Ordinary Shares, which it subsequently distributed in-kind pro rata for no consideration to the Unaffiliated Investors.

3. The Class B Ordinary Shares and the Common Units in ProKidney LP (the "Common Units") are paired securities. 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 Class B Ordinary Share, together with a paired Common Unit, may be exchanged for a Class A Ordinary Share on a one-for-one basis.

4. The Class B Ordinary Shares were received pursuant to the terms of the Business Combination Agreement by and between the Issuer (formerly known as Social Capital Suvretta Holdings Corp. III) and ProKidney LP, dated as of January 18, 2022 (the "Business Combination Agreement"), in exchange for historical interests held by the reporting person in ProKidney LP. The Class B Ordinary Shares do not expire.

5. The Common Units were received pursuant to the terms of the Business Combination Agreement in exchange for historical interests held by the reporting person in ProKidney LP. The Common Units do not expire.

/s/ Todd Girolamo as Attorney-  
in-Fact for Pablo G. Legorreta      02/06/2024

\*\* 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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