SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	or Section So(n) of the investment Company Act of 1940						
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol Sensei Biotherapeutics, Inc. [SNSE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Cambrian BioPharma Inc		Director X 10% Owner					
	-	Officer (give title Other (specify					
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2021	below) below)					
19 MORRIS AVENUE							
BROOKLYN NAVY YARD, BUILDING 128							
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)		X Form filed by One Reporting Person					
BROOKLYN NY 11205	_	Form filed by More than One Reporting Person					
(City) (State) (Zip)							

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)			4. Securities Disposed Of			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/03/2021		Р		3,000	A	\$15.85 ⁽¹⁾	4,774,794	D ⁽²⁾	
Common Stock	03/04/2021		Р		2,000	A	\$14.125 ⁽³⁾	4,776,794	D ⁽²⁾	

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Amount of		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				

Explanation of Responses:

1. The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.75 to \$16.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set herein.

2. These shares are held by Cambrian BioPharma Inc, a Delaware corporation ("Cambrian"). The Chief Executive Officer of Cambrian, James Peyer, may direct the voting and disposition of the shares held by Cambrian, subject in certain instances to the approval of Cambrian's Board of Directors. Mr. Peyer disclaims beneficial ownership of such shares.

3. The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.00 to \$14.25, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set herein.

Cambrian BioPharma Inc, by: 03/05/2021

<u>/s/ James Peyer</u>

** 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.

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