

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>H&S INVESTMENTS I LP</u> (Last) (First) (Middle) 2101 E. COAST HIGHWAY, 3RD FLOOR (Street) CORONA CA 92625 DEL MAR (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2021	3. Issuer Name and Ticker or Trading Symbol <u>Sensei Biotherapeutics, Inc.</u> [SNSE]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	64,163	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series AA Preferred Convertible Stock	(2)	(2)	Common Stock	209,368,245	(2)	D ⁽¹⁾	
Common Stock Warrant (Right to Buy)	12/19/2018	12/29/2028	Common Stock	3,906	122.88	D ⁽¹⁾	
Common Stock Warrant (Right to Buy)	01/09/2019	01/09/2029	Common Stock	3,906	122.88	D ⁽¹⁾	
Common Stock Warrant (Right to Buy)	02/08/2019	02/08/2029	Common Stock	3,906	122.88	D ⁽¹⁾	
Common Stock Warrant (Right to Buy)	03/08/2019	02/08/2029	Common Stock	3,906	122.88	D ⁽¹⁾	

1. Name and Address of Reporting Person* <u>H&S INVESTMENTS I LP</u> (Last) (First) (Middle) 2101 E. COAST HIGHWAY, 3RD FLOOR (Street) CORONA DEL MAR CA 92625 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>H&S VENTURES LLC</u>

(Last) (First) (Middle)
2101 E. COAST HIGHWAY, 3RD FLOOR

(Street)
CORONA DEL CA 92625
MAR

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCHULMAN MICHAEL

(Last) (First) (Middle)
H & S VENTURES, LLC
2101 E. COAST HIGHWAY, 3RD FLOOR

(Street)
CORONA DEL CA 92625
MAR

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SAMUELI HENRY

(Last) (First) (Middle)
H & S VENTURES, LLC
2101 E. COAST HIGHWAY, 3RD FLOOR

(Street)
CORONA DEL CA 92625
MAR

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SAMUELI SUSAN

(Last) (First) (Middle)
H & S VENTURES, LLC
2101 E. COAST HIGHWAY, 3RD FLOOR

(Street)
CORONA DEL CA 92625
MAR

(City) (State) (Zip)

Explanation of Responses:

1. Each share of the Series AA Preferred Stock is convertible, at any time, at the holder's election, into 0.0208333 shares of the Issuer's common stock. In addition, effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series AA Preferred Stock will automatically convert into 0.0208333 shares of the Issuer's common stock. The Series AA Preferred Stock has no expiration date.

2. The shares are held by H&S Investments I, L.P. ("H&S Investments"). H&S Ventures, LLC ("H&S Ventures"), its general partner, and Michael Shulman, manager of H&S Ventures may be deemed to have voting and dispositive power with respect to the shares held. Henry Samuelli and Susan Samuelli are the non-managing members of H&S Ventures and each have the right to replace the managing member of H&S Ventures at any time. Henry Samuelli and Susan Samuelli may be deemed to beneficially own any shares directly owned by H&S Investments.

Remarks:

/s/ Mark Ballantyne,
Attorney-in-Fact for H&S 02/03/2021
Investments I, L.P.

/s/ Mark Ballantyne,
Attorney-in-Fact for H & 02/03/2021
S Ventures LLC

/s/ Mark Ballantyne, 02/03/2021

Attorney-in-Fact for

Michael Schulman

/s/ Mark Ballantyne,

Attorney-in-Fact for Henry, 02/03/2021

Samueli

/s/ Mark Ballantyne,

Attorney-in-Fact for Susan, 02/03/2021

Samueli

** 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 5 (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.

POWER OF ATTORNEY
(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Michael E. Tenta, Brian F. Leaf, Mark Ballantyne, Emily Nekimken, April Paredes and Diane James of Cooley LLP, and John Celebi of Sensei Biotherapeutics, Inc. (the "Company"), the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder;

(2) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Exchange Act and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: 1/30/2021

H & S Investments I, L.P.
By: /s/Michael Schulman
Name: Michael Schulman
Title: Manager

POWER OF ATTORNEY
(For Executing Form ID and Forms 3, 4 and 5)

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(3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

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Date: 1/30/2021

H&S Ventures, LLC
By: /s/Michael Schulman
Name: Michael Schulman
Title: Manager

POWER OF ATTORNEY
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Date: 1/30/2021

By: /s/Michael Schulman
Name: Michael Schulman

POWER OF ATTORNEY
(For Executing Form ID and Forms 3, 4 and 5)

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: 1/30/2021

By: /s/ Henry Samueli
Name: Henry Samueli

POWER OF ATTORNEY
(For Executing Form ID and Forms 3, 4 and 5)

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: 1/31/2021

By: /s/ Susan Samueli
Name: Susan Samueli