SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

0.5

hours per response:

ection 16. Form 4 or Form 5	
ations may continue. See	
uction 1(b).	
.,	

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

1. Name and Address of Reporting Person [*] Cambrian BioPharma Inc			2. Issuer Name and Ticker or Trading Symbol Sensei Biotherapeutics, Inc. [SNSE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner		
(Last) (First) (Middle) 19 MORRIS AVE BROOKLYN NAVY YARD BUILDING, 128			3. Date of Earliest Transaction (Month/Day/Year) 02/24/2020	 Officer (give title Other (specify below) below) 		
		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	11025	_	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)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount 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	02/24/2021		Р		18,100	Α	\$16.84 ⁽¹⁾	4,750,894	D ⁽²⁾	
Common Stock	02/24/2021		Р		900	A	\$18.42 ⁽³⁾	4,751,794	D ⁽²⁾	
Common Stock	02/25/2021		Р		12,000	A	\$15.79 ⁽⁴⁾	4,763,794	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)		of		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				

Explanation of Responses:

1. The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.43 to \$17.24, 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 \$17.95 to \$18.80, 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

4. The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.59 to \$16.05, 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.

Remarks:

Cambrian Biopharma, Inc. By: 02/26/2021

/s/ James Peyer

** 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 Se oblig Inst