

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

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>H&S INVESTMENTS I LP</u> <hr/> (Last) (First) (Middle) 2101 E. COAST HIGHWAY, 3RD FLOOR <hr/> (Street) CORONA DEL CA 92625 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sensei Biotherapeutics, Inc. [SNSE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2021		C		4,361,835	A	(1)	4,425,998	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. 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				
Series AA Convertible Preferred Stock	(1)	02/08/2021		C		209,368,245		(1)	(1)	Common Stock	4,361,835	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
H&S INVESTMENTS I LP

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

 (Street)
 CORONA DEL CA 92625

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
H&S VENTURES LLC

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

 (Street)
 CORONA DEL CA 92625

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SCHULMAN MICHAEL

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

 (Street)
 CORONA DEL CA 92625

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

SAMUELI HENRY

(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*

SAMUELI SUSAN

(Last) (First) (Middle)
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 and Series BB Preferred Stock converted to 0.0208333 shares of the Issuer's common stock, effective immediately prior to the closing of the Issuer's initial public offering of its common stock. The Series AA Preferred Stock and Series BB Preferred Stock had 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 Investments I, L.P 02/10/2021

/s/ Mark Ballantyne, Attorney-in-Fact for H&S Ventures LLC 02/10/2021

/s/ Mark Ballantyne, Attorney-in-Fact for Michael Schulman 02/10/2021

/s/ Mark Ballantyne, Attorney-in-Fact for Henry Samuelli 02/10/2021

/s/ Mark Ballantyne, Attorney-in-Fact for Susan Samuelli 02/10/2021

** 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.