

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>MIRRO JUSTIN E</u>  (Last) (First) (Middle) 1433 OLD COUNTRY ROAD, SUITE 301  (Street) WESTBURY NY 11590  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Amprius Technologies, Inc. [ AMPX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2023	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Common stock	12/05/2023		S		20,000	D	\$4.3325 <sup>(1)</sup>	2,377,142	I	See footnote <sup>(2)</sup>
Common stock	12/05/2023		S		10,000	D	\$4.3065 <sup>(3)</sup>	1,940,000	I	See footnote <sup>(4)</sup>
Common stock	12/06/2023		S		20,000	D	\$4.0466 <sup>(5)</sup>	2,357,142	I	See footnote <sup>(2)</sup>
Common stock	12/06/2023		S		10,000	D	\$4.049 <sup>(5)</sup>	1,930,000	I	See footnote <sup>(4)</sup>
Common stock	12/07/2023		S		20,000	D	\$3.8817 <sup>(6)</sup>	2,337,142	I	See footnote <sup>(2)</sup>
Common stock	12/07/2023		S		10,000	D	\$3.8812 <sup>(7)</sup>	1,920,000	I	See footnote <sup>(4)</sup>
Common stock								17,895 <sup>(8)</sup>	D	

**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				

**Explanation of Responses:**

- The price reported in Column 4 is a cumulative average price. These shares were sold in multiple transactions at prices ranging from \$4.12 to \$4.54, 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 sold at each separate price within the range set forth above.
- The securities are owned by Kensington Capital Partners, LLC, of which the reporting person is the managing member. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a cumulative average price. These shares were sold in multiple transactions at prices ranging from \$4.12 to \$4.53, 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 sold at each separate price within the range set forth above.
- The shares are owned by Elizabeth Mirro as trustee of the Kensington Capital Trust dated 6/27/20. Elizabeth Mirro is the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities.
- The price reported in Column 4 is a cumulative average price. These shares were sold in multiple transactions at prices ranging from \$3.93 to \$4.13, 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 sold at each separate price within the range set forth above.
- The price reported in Column 4 is a cumulative average price. These shares were sold in multiple transactions at prices ranging from \$3.82 to \$4.00, 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 sold at each separate price within the range set forth above.
- The price reported in Column 4 is a cumulative average price. These shares were sold in multiple transactions at prices ranging from \$3.81 to \$4.02, 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 sold at each separate price within the range set forth above.
- Includes 17,895 restricted stock units, each of which represents a contingent right to receive one share of the issuer's common stock, subject to the applicable vesting schedule and conditions of each restricted stock unit.

**Remarks:**

/s/ Sandra Wallach, attorney-in-fact 12/07/2023  
on behalf of Justin Mirro

\*\* 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.**