SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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* Chu Steven				Name and Ticker o us Technolog	• •		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)				f Earliest Transaction	on (Month/Day/	Year)		Director Officer (give title below)	Other (below)	-		
C/O AMPRIUS TECHNOLOGIES, INC., 1180 PAGE AVENUE			4. If Amer	ndment, Date of Or	iginal Filed (Mo	nth/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street)								Form filed by More	than One Reportir	ig Person		
FREMONT	CA	94538										
(City)	(State)	(Zip)										
		Table I - No	n-Derivative S	ecurities Acq	uired, Disp	osed of, or Beneficia	lly Ow	ned				
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		5. Amount of Securities	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial		

	(Month/Day/Year)	if any (Month/Day/Year)	Code (Ir 8)	nstr.				Following Reported	or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock								2,500	D	
								_		

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

(-3, p,															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$2.61	09/14/2022		Α		270,251		(1)	04/13/2032	Common Stock	270,251	(2)	270,251	D	

Explanation of Responses:

1. 1/48 of the total number of shares issuable upon exercise of the option vested on February 1, 2022, and 1/48 of the total number of shares issuable upon exercise of the option vest monthly thereafter until fully vested on January 1, 2026.

2. On September 14, 2022, the Issuer completed a business combination (the "Business Combination") pursuant to the Business Combination Agreement, by and among the Issuer, a wholly owned subsidiary of the Issuer, and Amprius Technologies Operating, Inc. ("Legacy Amprius") At the effective time of the Business Combination (the "Effective Time"), each Legacy Amprius option was converted into an option to purchase a number of shares of Common Stock of the Issuer equal to the product (rounded down to the nearest whole number) of (i) the number of shares of Legacy Amprius common stock subject to the Legacy Amprius option immediately prior to the Effective Time multiplied by (ii) an exchange ratio of approximately 1.45590, at an exercise price per share (rounded up to the nearest whole cent) equal to (A) the exercise price per share of such Legacy Amprius option immediately prior to the Effective Time divided by (B) the Exchange Ratio.

Remarks:

/s/ Sandra Wallach, attorney-in-09/16/2022 fact on behalf of Steven Chu Date

** Signature of Reporting Person

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.

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