

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

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.

1. Name and Address of Reporting Person* <u>Chu Steven</u> (Last) (First) (Middle) C/O AMPRIUS TECHNOLOGIES, INC., 1180 PAGE AVENUE (Street) FREMONT CA 94538 (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) 10/23/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			

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
Stock Option (right to buy)	\$0.78	10/23/2024		A ⁽¹⁾		173,554		(2)	09/26/2034	Common stock	173,554	(3)	173,554	D	
Stock Option (right to buy)	\$0.62	10/23/2024		A ⁽¹⁾		173,554		(2)	12/12/2027	Common stock	173,554	(4)	173,554	D	

Explanation of Responses:

- On October 23, 2024, Amprius, Inc. ("Amprius Holdings") voluntarily liquidated and dissolved and distributed to its stockholders on a pro rata basis an aggregate of 57,195,926 shares of the Issuer's common stock (the "Liquidating Distribution"). In connection with the Liquidating Distribution, the Issuer assumed Amprius Holdings' outstanding options to purchase shares of Amprius Holdings' Class A common stock (the "Holdings Options") granted under the Amprius, Inc. 2008 Stock Plan and the Amprius, Inc. Second Equity Incentive Plan (the "Option Assumption"). As a result of the Option Assumption, each Holdings Option held by the Reporting Person became an option to purchase a number of shares of the Issuer's common stock, subject to certain adjustments to such options to comply with the requirements of U.S. Internal Revenue Code treasury regulation relating to equity grant assumptions.
- The options are fully vested.
- Received in connection with the Option Assumption in exchange for stock options to acquire 250,000 shares of Amprius Holdings' Class A common stock at an exercise price of \$0.54 per share.
- Received in connection with the Option Assumption in exchange for stock options to acquire 250,000 shares of Amprius Holdings' Class A common stock at an exercise price of \$0.43 per share.

Remarks:

/s/ Sandra Wallach, attorney-in-fact 10/25/2024
on behalf of Steven Chu

** 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.