

☐ 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

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

1. Name and Address of Reporting Person* <u>Williams Charles O</u> (Last) (First) (Middle) <u>C/O SURROZEN, INC.</u> <u>171 OYSTER POINT BLVD., SUITE 400</u> (Street) <u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Surrozen, Inc./DE [SRZN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/10/2022</u>	
	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 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	Amount or Number of Shares				
Option (right to buy)	\$5.13	10/10/2022		D			77,972	11/30/2021 ⁽²⁾	12/13/2030	Common Stock	77,972	(1)	0	D	
Option (right to buy)	\$10.25	10/10/2022		D			2,433	08/12/2022 ⁽⁴⁾	08/12/2031	Common Stock	2,433	(3)	0	D	
Option (right to buy)	\$10.25	10/10/2022		D			12,164	08/12/2022 ⁽⁴⁾	08/12/2031	Common Stock	12,164	(3)	0	D	
Option (right to buy)	\$5.13	10/10/2022		D			97,676	11/30/2021 ⁽²⁾	12/13/2030	Common Stock	97,676	(1)	0	D	
Option (right to buy)	\$2.16	10/10/2022		A		12,164		08/12/2022 ⁽⁴⁾	08/12/2031	Common Stock	12,164	(3)	12,164	D	
Option (right to buy)	\$2.16	10/10/2022		A		97,676		11/30/2021 ⁽²⁾	12/13/2030	Common Stock	97,676	(1)	97,676	D	
Option (right to buy)	\$2.16	10/10/2022		A		2,433		08/12/2022 ⁽⁴⁾	08/12/2031	Common Stock	2,433	(3)	2,433	D	
Option (right to buy)	\$2.16	10/10/2022		A		77,972		11/30/2021 ⁽²⁾	12/13/2030	Common Stock	77,972	(1)	77,972	D	

Explanation of Responses:

1. The reporting person agreed to cancellation of an option granted to him on 12/14/2020, in exchange for a new option having a lower exercise price.
2. Twenty-five percent of the shares subject to the Stock Option vests on 11/30/2021, and the remainder vests in 36 equal monthly installments thereafter for the following three years.
3. The reporting person agreed to cancellation of an option granted to him on 8/12/2021, in exchange for a new option having a lower exercise price.
4. Twenty-five percent of the shares subject to the Stock Option vests on 8/12/2022, and the remainder vests in 36 equal monthly installments thereafter for the following three years.

Remarks:

/s/Sheela Mohan-Peterson,
Attorney-in-Fact for Charles O. Williams 10/12/2022

** 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.