

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Williams Charles O</u>			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) _____ <b>CFO and COO</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____			
<u>C/O SURROZEN, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
<u>171 OYSTER POINT BLVD., SUITE 400</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						
(Street)	(City)	(State)							(Zip)
<u>SOUTH SAN FRANCISCO</u>	<u>CA</u>	<u>94080</u>							

**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			
<u>Common Stock</u>	<u>04/04/2024</u>		<u>P</u>		<u>1,474</u>	<u>A</u>	<u>(1)</u>	<u>1,474</u>	<u>D</u>	

**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
<u>Series A Common Stock Warrant (right to buy)</u>	<u>\$16.96</u>	<u>04/04/2024</u>		<u>P</u>		<u>1,474</u>		<u>04/04/2024</u>	<u>04/04/2029</u>	<u>Common Stock</u>	<u>1,474</u>	<u>(1)</u>	<u>1,474</u>	<u>D</u>	
<u>Series B Common Stock Warrant (right to buy)</u>	<u>\$15.71</u>	<u>04/04/2024</u>		<u>P</u>		<u>1,603</u>		<u>04/04/2024</u>	<u>(2)</u>	<u>Common Stock</u>	<u>1,603</u>	<u>(1)</u>	<u>1,603</u>	<u>D</u>	
<u>Series C Common Stock Warrant (right to buy)</u>	<u>\$16</u>	<u>04/04/2024</u>		<u>P</u>		<u>5,712</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>5,712</u>	<u>(1)</u>	<u>5,712</u>	<u>D</u>	
<u>Series D Common Stock Warrant (right to buy)</u>	<u>\$16</u>	<u>04/04/2024</u>		<u>P</u>		<u>5,712</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>5,712</u>	<u>(1)</u>	<u>5,712</u>	<u>D</u>	

**Explanation of Responses:**

- On April 4, 2024, the reporting person acquired shares in a private placement by the Issuer pursuant to the terms of a Securities Purchase Agreement, dated as of April 1, 2024, by and among the Issuer and certain institutional investors and members of management, at a purchase price of \$16.96 per share, which amount includes \$1.25 for the accompanying common stock warrants.
- The warrant expires on the fifth trading day following the occurrence of the Series B Milestone Event (as defined in the Series B Common Stock Warrant). In the event the Series B Milestone Event has not occurred prior to the fifth anniversary of the issuance date of the warrant, the warrant will automatically terminate on such anniversary date.
- The warrant is exercisable for 30 days after the earlier of (i) the occurrence of the Series C Milestone Event (as defined in the Series C Common Stock Warrant) and (ii) a Fundamental Transaction (as defined in the Series C Common Stock Warrant).
- The warrant is exercisable for 30 days after the earlier of (i) the occurrence of the Series D Milestone Event (as defined in the Series D Common Stock Warrant) and (ii) a Fundamental Transaction (as defined in the Series D Common Stock Warrant).

**Remarks:**

/s/ Williams Charles O

04/08/2024

\*\* 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.

