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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)**

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**Comera Life Sciences Holdings, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**20037C108**  
(CUSIP Number)

**Charles Cherington  
c/o Ara Partners  
5300 Memorial Drive, Suite 500  
Houston, Texas 77007  
(713) 817-5702**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**January 2, 2023**  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS Charles Cherington	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,434,410(1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 4,434,410(1)
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,434,410(1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.7%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

- (1) Consists of (a) 1,393,180 shares of Common Stock and 1,486,486 shares underlying Warrants held directly by Charles Cherington, (b) 1,268,761 shares of Common Stock held by Cherington Holdings LLC, (c) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Benjamin P. Cherington, (d) 95,327 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Cyrus B. Cherington, and (e) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Henry S. Cherington.
- (2) Calculated based on (i) 19,859,221 shares of Common Stock outstanding prior to the Private Placement, as disclosed in the Purchase Agreement (as defined below), plus (ii) 2,406,242 shares of Common Stock issued in the Private Placement and (iii) 1,486,486 shares of Common Stock underlying Warrants held by the Reporting Person that are exercisable within 60 days, which are deemed outstanding pursuant to SEC Rule 13-3(d)(1)(i).

### **Explanatory Statement**

This Amendment No. 1 (“this “Amendment””) amends and supplements the Schedule 13D (the “Schedule 13D”) filed by the Reporting Person on September 13, 2022. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

### **Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On January 2, 2023, Comera Life Sciences Holdings, Inc. (the “Company” or the “Issuer”) entered into a securities purchase agreement (the “Purchase Agreement”) with certain purchasers, including the Reporting Person (collectively, the “Purchasers”), pursuant to which the Company agreed to issue and sell to the Purchasers in a private placement (the “Private Placement”) an aggregate of 2,406,242 units (collectively, the “Units”), each Unit consisting of (i) one share (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), and (ii) one warrant (the “Warrants”) to purchase two shares of Common Stock (the “Warrant Shares”) at an exercise price of \$1.23 per Warrant Share, for an aggregate purchase price of approximately \$3.6 million, consisting of \$1.48 per Unit, inclusive of \$0.25 per Warrant. The closing of the Private Placement was subject to customary representations and warranties and closing conditions and took place on January 4, 2023. In connection with the Private Placement, the Reporting Person acquired 743,343 Units for an aggregate purchase price of \$1,100,000, using personal funds.

The Warrants are immediately exercisable and will expire five (5) years from the date of issuance and will be subject to customary adjustments. The Warrants also contain beneficial ownership limitations that may be waived at the option of each holder upon 61 days’ notice to the Company but in no event may such beneficial ownership limitation exceed 19.99% of the number of shares of the Company’s Common Stock outstanding (the “Cap”). The Company has agreed to consult with The Nasdaq Stock Market LLC (the “Trading Market”) to determine whether approval of the Company’s stockholders is required to eliminate or increase the Cap. To the extent the Trading Market indicates that stockholder approval is required to eliminate or increase the Cap, the Company has agreed to submit a resolution to eliminate or increase the Cap to the Company’s stockholders as promptly as practical at an annual or special meeting of the Company’s stockholders, but not later than July 31, 2023.

Pursuant to a registration rights agreement entered into with the Purchasers on January 4, 2023 (the “Registration Rights Agreement”), the Company has agreed to file a registration statement with the Securities and Exchange Commission (the “SEC”) covering resales of the Shares and Warrant Shares by the Purchasers no later than sixty (60) calendar days following the date of the Closing, and to use its best efforts to have such registration statement declared effective as promptly as possible thereafter. The Company will bear all expenses of such registration of the resale of the Shares and the Warrant Shares.

The foregoing descriptions of the Purchase Agreement, the Warrants, and the Registration Rights Agreement do not purport to be complete and are qualified in their entirety by reference to Exhibits 3, 4 and 5 hereto, respectively.

### **Item 5. Interest in Securities of the Issuer.**

Item 5(a)-(c) of the Schedule 13D is hereby amended and restated as follows:

(a)-(b) The information contained on the cover page to this Schedule 13D and as set forth or incorporated in Items 2, 3, 4 and 6 hereof is incorporated by reference.

As of January 4, 2023, the Reporting Person may be deemed to beneficially own an aggregate of 4,424,410 shares of Common Stock, consisting of (a) 1,393,180 shares of Common Stock and 1,486,486 shares underlying Warrants held directly by Charles Cherington, (b) 1,268,761 shares of Common Stock held by Cherington Holdings LLC, (c) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Benjamin P. Cherington, (d) 95,327 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Cyrus B. Cherington, and (e) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Henry S. Cherington. The 2,947,924 shares of Common Stock and 1,486,486 shares underlying Warrants beneficially owned by the Reporting Person represents approximately 18.7% of the outstanding Common Stock of the Issuer, based on (i) 19,859,221 shares of Common Stock outstanding prior to the Private Placement, as disclosed in the Purchase Agreement, plus (ii) 2,406,242 shares of Common Stock issued in the Private Placement and (iii) 1,486,486 shares of Common Stock underlying Warrants held by the Reporting Person that are exercisable within 60 days, which are deemed outstanding pursuant to SEC Rule 13-3(d)(1)(i).

(c) Except as set forth in this Schedule 13D with reference to the Private Placement, the Reporting Person has not engaged in any transactions during the past 60 days in any Issuer Common Stock.

**Item 7. Materials to be Filed as Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3	Securities Purchase Agreement, dated January 2, 2023, by and among the Company and the Purchasers defined therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on January 4, 2023).
4	Form of Common Stock Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on January 4, 2023).
5	Registration Rights Agreement dated January 4, 2023, by and among Comera Life Sciences Holdings, Inc. and the Purchasers defined therein (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on January 4, 2023).

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 6, 2023

/s/ Charles Cherington

Charles Cherington