

| 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).

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>RANDLE STUART A</u> (Last) (First) (Middle) <u>C/O COMERA LIFE SCIENCES HOLDINGS, INC.</u> <u>12 GILL STREET, SUITE 4650</u> (Street) <u>WOBURN MA 01801</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Comera Life Sciences Holdings, Inc. [CMRA]</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) <u>01/04/2023</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/06/2023</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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/04/2023 | | p ⁽¹⁾ | | 33,783 | A | \$1.23 ⁽²⁾ | 42,469 | D | |

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 |
| Warrant (Right to Buy) | \$1.23 ⁽²⁾ | 01/04/2023 | | p ⁽¹⁾ | | 33,783 ⁽³⁾ | | 01/04/2023 | 01/04/2028 | Common Stock | 67,566 | \$0.25 | 33,783 | D | |

Explanation of Responses:

- This Form 4/A is being filed to (i) correct a typographical error in the transaction code disclosed in Column 3 in Table I and Column 4 in Table II in the original Form 4, filed on January 6, 2023, from "A" to "P" and (ii) correct a typographical error in the power-of-attorney of the reporting person.
- The reporting person entered into a Securities Purchase Agreement with the Issuer on January 2, 2023, pursuant to which, on January 4, 2023, the reporting person acquired an aggregate of 33,783 units (the "Units") for a purchase price of \$1.48 per Unit. Each Unit consists of one share of common stock, par value \$0.0001 per share (the "Common Stock"), and one warrant (the "Warrants") to purchase two shares of Common Stock (the "Warrant Shares") at an exercise price of \$1.23 per share. Each Warrant is immediately exercisable and expires five years from the date of issuance. The purchase price for each Unit includes \$0.125 for each Warrant Share, or \$0.25 per Warrant, in accordance with Nasdaq rules.
- The exercisability of the Warrants is subject to a 4.99% beneficial ownership limitation.

Remarks:

Exhibit 24 Power of Attorney filed herewith.

/s/ Ryan M. Rourke Reed,
Attorney-in-Fact

02/14/2023

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby authorizes Jeffrey S. Hackman, Michael G. Campbell, Jeffrey L. Quillen, Ryan M. Rourke Reed and Stacie S. Aarestad, each acting singly, to execute and caused to be filed with the United States Securities and Exchange Commission any and all documents or filings, including any amendments thereto, required to be so filed. The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do personally present, with full power of substitution, resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney's-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with all applicable laws, including Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of August, 2022.

/s/ Stuart A. Randle
Name: Stuart A. Randle