FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

### OMB APPROVAL 3235-OMB Number:

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## **SECURITIES** response

or Section 30(h) of the Investment Company Act of 1940 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person Requiring Statement Comera Life Sciences Holdings, Inc. [ CMRA ] RANDLE STUART A (Month/Day/Year) 05/19/2022 4. Relationship of Reporting Person(s) to 5. If Amendment, Date of Original (Last) (First) (Middle) Filed (Month/Day/Year) Issuer (Check all applicable) 12 GILL STREET, SUITE 4650 Director X 10% Owner 6. Individual or Joint/Group Filing (Check Applicable Line) Officer (give Other (specify Form filed by One Reporting title below) below) (Street) Person WOBURN MA 01801 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2. Amount of Securities 4. Nature of Indirect Beneficial 3. Ownership Beneficially Owned (Instr. Form: Direct Ownership (Instr. 5) (D) or Indirect 4) (I) (Instr. 5) 8,686(1) Common Stock D 31,647(1)(2) Add See Footnotes(2) Common Stock T Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Title and Amount of Securities 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and 6. Nature of **Underlying Derivative Security** Conversion Ownership **Indirect Beneficial Expiration Date** (Month/Day/Year) (Instr. 4) or Exercise Form: Ownership (Instr. Price of Direct (D) **Amount** Derivative or Indirect or Security (I) (Instr. 5) Number Date **Expiration** of Title Exercisable Date Shares See Footnotes<sup>(2)</sup> (3) (3) (3) Earn-Out Shares Common Stock 8,065 I (3) (3) (3) **Earn-Out Shares** 2,213 Common Stock D

### **Explanation of Responses:**

- 1. The Reporting Person acquired these securities on May 19, 2022 in exchange for the Reporting Person's holdings in Comera Life Sciences, Inc. (the "Company") pursuant to the Business Combination Agreement, dated January 31, 2022, as amended, by and among OTR Acquisition Corp. (the "SPAC"), Comera Life Sciences Holdings, Inc. ("Holdco"), CLS Sub Merger 1 Corp., ("Company Merger Sub"), CLS Sub Merger 2 Corp. ("SPAC Merger Sub") and the Company (the "Agreement").
- 2. These shares are owned directly by The Stuart A. Randle of 1998 (the "Trust"). Mr. Stuart Randle is the trustee of the Trust, and may be deemed to be a beneficial owner of these shares.
- 3. Each earn-out share represents a contingent right to receive a share of Holdco common stock. Pursuant to an "earn-out" provision in the Agreement, the Reporting Person will be entitled to receive the earn-out shares if, at any time during the period beginning on May 19,2022 and ending on May 19, 2024, the VWAP of Holdco common stock is equal to or greater than \$12.50 for any 20 trading days within a period of 30 consecutive trading days.

### Remarks:

/s/ Stuart Randle

05/20/2022

\*\* Signature of Reporting

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 5 (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.