SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0104 OMB Number:

Estimated average burden hours per response: 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* 2. Date of Even Requiring State (Month/Day/Yee) Freebird Partners LP (Month/Day/Yee)				ng Statement	3. Issuer Name and Ticker or Trading Symbol <u>Comera Life Sciences Holdings, Inc.</u> [CMRA]							
(Last) (First) (Middle)			12/03/		4. Relationship of Reporting Person(s) to Issuer 5. If Amendment, Date of Original Filed (Month/Day/Year)							
2800 POST OAK BLVD, SUITE 2000					(Check all applicable) Director X Officer (give title below)		10% Owner Other (specify below)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) HOUSTON TX 77056									X	Form filed by One Reporting Person X 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 Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirec (I) (Instr. 5)		irect direct	Ownership (Instr. 5)				
Common Sto	ck, par value	\$0.0001	per share		1,254,776		D ⁽¹	1)				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4) 2. D Exp			2. Date Exerc Expiration Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial		
			Date Exercisable	Expiration Date	Title		ount or Iber of res			Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)	
Common Sto	ck Purchase	Warrant	01/04/2023	01/04/2028	Common Stock, par value \$0.0001 per share	743,242 ⁽²⁾		1.23		D ⁽¹⁾		
Common Sto	ck Purchase	Warrant	02/01/2024	07/31/2028	Common Stock, par value \$0.0001 per share	1,198,044 ⁽³⁾ (0.61	135	D ⁽¹⁾		
Common Sto	ck Purchase	Warrant	09/11/2023	09/11/2028	Common Stock, par value \$0.0001 per share	513,447 ⁽⁴⁾		0.61	135	D ⁽¹⁾		
1. Name and Address of Reporting Person* Freebird Partners LP												
(Last) (First) (Middle) 2800 POST OAK BLVD, SUITE 2000												
(Street) HOUSTON	ТХ		77056									
(City)	(State)		(Zip)									
1. Name and Address of Reporting Person [*] Freebird Investments LLC												
(Last) (First) (Middle) 2800 POST OAK BLVD, SUITE 2000												

(Street) HOUSTON	ТХ	77056	77056				
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] HUFF CURTIS W							
(Last) (First) (Middle) 2800 POST OAK BLVD, SUITE 2000							
(Street) HOUSTON	ТХ	77056					
(City)	(State)	(Zip)					

Explanation of Responses:

1. This report is filed jointly by Freebird Partners LP, a Texas limited partnership ("Freebird Partners"), Freebird Investments LLC, a Texas limited liability company ("Freebird Investments"), and Curtis W. Huff (each a "Reporting Person" and collectively, the "Reporting Persons") in connection with their respective direct and indirect ownership of common stock, par value \$0.0001 ("Common Stock") of Comera Life Sciences Holdings, Inc. (the "Company"). These securities of the Company are held of record by Freebird Partners. Freebird Investments serves as the general partner of Freebird Partners. Curtis W. Huff is the sole member of Freebird Investments. By virtue of these relationships, each of Freebird Investments and Mr. Huff may be deemed to share beneficial ownership of the securities held of record by Freebird Partners.

2. Pursuant to that certain Securities Purchase Agreement dated January 2, 2023, the Company issued that certain Common Stock Purchase Warrant ("Warrant") to Freebird Partners LP, in substantially the form as the form of warrant filed as Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on January 4, 2023. The Warrant became exercisable on January 4, 2023, and may be exercised through January 4, 2028, at an exercise price of \$1.23 per share of Common Stock.

3. Pursuant to that certain Securities Purchase Agreement dated July 31, 2023, the Company issued that certain Common Stock Purchase Warrant ("First Warrant") to Freebird Partners LP on July 31, 2023, in substantially the form as the form of warrant filed as Exhibit 4.1 to the as announced in the Issuer's Current Report on Form 8-K filed with the SEC on August 1, 2023. The First Warrant becomes exercisable on February 1, 2024, and may be exercised through July 31, 2028, at an exercise price of \$0.6135 per share of Common Stock.

4. Pursuant to that certain Securities Purchase Agreement dated July 31, 2023, the Company issued that certain Common Stock Purchase Warrant ("Second Warrant") to Freebird Partners LP on September 11, 2023, in substantially the form as the form of warrant filed as Exhibit 4.1 to the as announced in the Issuer's Current Report on Form 8-K filed with the SEC on August 1, 2023. The Second Warrant became exercisable on September 11, 2023, and may be exercised through September 11, 2028, at an exercise price of \$0.6135 per share of Common Stock.

Freebird Partners LP, By:	
Freebird Investments LLC,	
its general partner, By: /s/	01/03/2024
<u>Curtis W. Huff, Chairman</u>	
and President	
Freebird Investments LLC,	
By: /s/ Curtis W. Huff,	01/03/2024
Chairman and President	
/s/ Curtis W. Huff	01/03/2024
** 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 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.