MIAMI

FL

33138

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number: 3235-							
Estimated average burden hours per response: 0.5							
hours per response:	0.5						

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

Name and Address of Reporting Person* Soane David					2. Issuer Name and Ticker or Trading Symbol Comera Life Sciences Holdings, Inc. [CMRA									Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
C/O SOANE LABS, LLC					0	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2023									Officer (give title Other (specify below)					
380 NE	72ND TER	RACE			4.	. If Am	endment, I	Date c	of Original	Filed	(Month/Da	ıy/Ye	ear)	Individual or Joint/Group Filing (Check Applicable Line)						
(Street) MIAMI	F	L	33138				Form filed by One Reporting Person X Form filed by More than One Reporting Person													
(City)	City) (State) (Zip)				Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy															
					<u> </u>						ule 10b5-1(d				t, mandenon	or writteri pi	ar trat	is interided	to satisfy	
		Та	ble I - No	_		_				Dis	_									
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					- 1	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securit Disposed			(A) or 3, 4 and 5)	5. Amour Securitie Beneficia Owned F Reported	es ally Following	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	Transacti (Instr. 3 a	ion(s)			(IIISti. 4)	
Common	Stock			09/	/11/20	23			P		58,680	0	A	\$0.5112	2 284,3	328 ⁽¹⁾		I	By Trust ⁽²⁾	
Common	Stock			09/	/11/20	23			P		58,680	0	A	\$0.5112	12 284,328(1)			28 ⁽¹⁾ I		
Common	Stock														3,336,562(4)			I	By Trust ⁽⁵⁾	
Common	Stock														589,	786 ⁽⁶⁾	D			
			Table II -								osed of				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day	oate,	4. Transa Code 8)		n Derivative E		6. Date Exercis Expiration Date (Month/Day/Ye		e ear)		Title and A Securities derlying rivative S str. 3 and	ecurity	8. Price of Derivative Security (Instr. 5)	ecurity Securitie Beneficia Owned Followin Reported	re Ownersh es Form: ally Direct (D or Indire g (I) (Instr.		Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Titl	C N	Amount or Jumber of Shares	Transac (Instr. 4)					
Warrant (right to buy)	\$0.6135	09/11/2023			P		146,699		09/11/20	23 (09/11/2028		ommon Stock	146,699	\$0	146,69	99	I	By Trust ⁽²⁾	
Warrant (right to buy)	\$0.6135	09/11/2023			P		146,699		09/11/20	23 (09/11/2028		ommon Stock	146,699	\$0	146,699		I	By Trust ⁽³⁾	
1. Name a		Reporting Person*														•			•	
	ANE LABS 72ND TER		(Midd	lle)																
(Street) MIAMI		FL	3313	88		,														
(City)		(State)	(Zip)																	
	nd Address of Family Tr	Reporting Person*																		
	ANE LABS 72ND TER		(Midd	le)																
(Street)							1													

City)	(State)	(Zip)	- 1
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Explanation of Responses:

- 1. Includes 4,298 Earn-Out Shares. Earn-Out Shares are shares of Common Stock held in escrow, which shares will be released if, at any time prior to May 19, 2024, either (i) the volume-weighted average price of the Common Stock is equal to or greater than \$12.50 for twenty trading days within a thirty trading day period or (ii) upon a change of control with aggregate consideration in excess of \$12.50 per share of Common Stock.
- 2. Held by the Alexander V. Soane 2019 Irrevocable Trust. Members of David Soane's immediate family serve as trustee and are beneficiaries of such trusts. The reporting persons disclaim beneficial ownership except to the extent of their pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16
- 3. Held by the Nicholas V. Soane 2019 Irrevocable Trust. Members of David Soane's immediate family serve as trustee and are beneficiaries of such trusts. The reporting persons disclaim beneficial ownership except to the extent of their pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purposes
- 4. Includes 663,288 Earn-Out Shares
- 5. Held by The Soane Family Trust, of which David Soane is a trustee and members of the Dr. Soane's immediate family are trustees and beneficiaries. Dr. Soane disclaims beneficial ownership except to the extent of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purposes

6. Includes 119,779 Earn-Out Shares

<u>David S. Soane (individually)</u> <u>09/12/2023</u>

David S. Soane, as trustee of the Soane Family Trust

** 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.