SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES Estimated average burden hours per 0.5 response:

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 [*] <u>Mahoney Robert Patrick</u>	2. Date of E Requiring S (Month/Day 05/19/202	Statement //Year)	3. Issuer Name and Ticker or Trading Symbol <u>Comera Life Sciences Holdings, Inc.</u> [CMRA]					
(Last) (First) (Middle) 12 GILL STREET, SUITE 4650			4. Relationship of Reporting Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) WOBURN MA 01801 (City) (State) (Zip)	_		Director 10% C X Officer (give Other title below) below Chief Scientific Officer		wner specify	(Che	Individual or Joint/Group Filing Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			104,576 ⁽¹⁾	E	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
Title of Derivative Security (Instr. 4)2. Date Exercisable and Expiration Date (Month/Day/Year)		ite	3. Title and Amount of Securiti Underlying Derivative Security (Instr. 4)		rity Convers or Exerc		se Form:	6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	5)
Earn-Out Shares	(2)	(2)	Common Stock	26,651	(2)		D	
Stock Option (Right to Buy) ⁽³⁾	09/16/2022	09/16/2031	Common Stock	25,490	0.77	7	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"). 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.

2. 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.

3. The option vests in four annual increments beginning on September 16, 2022.

Remarks:

/s/ Robert Mahoney

05/20/2022

** 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.