

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>New Enterprise Associates 15, L.P.</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/08/2022	3. Issuer Name and Ticker or Trading Symbol <u>Senti Biosciences, Inc.</u> [<u>SNTI</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> 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)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,426,151	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Earnout Rights (Common Stock)	(2)	(2)	Common Stock	137,117	(2)	D	
Earnout Rights (Common Stock)	(3)	(3)	Common Stock	137,117	(3)	D	

1. Name and Address of Reporting Person*
New Enterprise Associates 15, L.P.

 (Last) (First) (Middle)
 1954 GREENSPRING DRIVE
 SUITE 600

 (Street)
 TIMONIUM MD 21093

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
NEA Partners 15, L.P.

 (Last) (First) (Middle)
 1954 GREENSPRING DRIVE
 SUITE 600

 (Street)
 TIMONIUM MD

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NEA 15 GP, LLC

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)

TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BASKETT FOREST

(Last) (First) (Middle)

529 ALMANOR AVENUE

(Street)

SUNNYVALE CA 94085

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Florence Anthony A. Jr.

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)

TIMONIUM MD

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SANDELL SCOTT D

(Last) (First) (Middle)

1119 ST PAUL STREET

(Street)

BALTIMORE MD 21202

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Makhzoumi Mohamad

(Last) (First) (Middle)

1954 GREENSPRING DRIVE
SUITE 600

(Street)

TIMONIUM MD

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Sonsini Peter W.

(Last)	(First)	(Middle)
1954 GREENSPRING DRIVE		
SUITE 600		
<hr/>		
(Street)		
TIMONIUM	MD	
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares are directly held by New Enterprise Associates 15, L.P. ("NEA 15") and are indirectly held by NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15, NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15, and the individual managers of NEA 15 GP (NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP (collectively, the "Managers") together, the "Indirect Reporting Persons"). The Managers are Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 15 in which the Indirect Reporting Persons have no pecuniary interest.
2. Each earnout right represents a contingent right to receive one share of the Issuer's Common Stock. The earnout rights vest, if on or before the date which is two (2) calendar years after June 8, 2022, the volume weighted average price of shares of the Issuer's Common Stock ("VWAP"), is greater than or equal to fifteen dollars (\$15.00) over any twenty (20) trading days within any consecutive thirty (30) trading day period. If the target VWAP is not achieved during such period, the earnout rights will be forfeited.
3. Each earnout right represents a contingent right to receive one share of the Issuer's Common Stock. The earnout rights vest, if on or before the date which is three (3) calendar years after June 8, 2022, the VWAP is greater than or equal to twenty dollars (\$20.00) over any twenty (20) trading days within any consecutive thirty (30) trading day period. If the target VWAP is not achieved during such period, the earnout rights will be forfeited.

Remarks:

/s/ Louis Citron, attorney-
in-fact 06/15/2022

** 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.