# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. )  $^{\ast}$ 

| Caribou Biosciences, Inc.  |
|--|
| (Name of Issuer)   |
| Common Stock, par value \$0.0001 per share   |
| (Title of Class of Securities)   |
| 142038108  |
| (Cusip Number)   |
| July 27, 2021  |
| (Date of Event which Requires Filing of this Statement)  |
| Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  |
| □       Rule 13d-1(b)         ⋈       Rule 13d-1(c)         □       Rule 13d-1(d)  |
| * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.   |
| The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). |
| (Continued on following pages)   |
| Page 1 of 32 Pages   |
| Exhibit Index Found on Page 31   |
|  |

|          | NAMES OF                          | FREPORTING                        | PERSONS   |                    |  |  |
|----------|-----------------------------------|-----------------------------------|---|--------------------|--|--|
| 1        | Zone III Healthcare Holdings, LLC |                                   |   |                    |  |  |
|          |                                   |                                   | IATE BOX IF A MEMBER OF A GROUP (See Instructions)  | (a) 🗆              |  |  |
|          |                                   |                                   |   | (b) ⊠**            |  |  |
| 2        |                                   | *                                 | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as   |                    |  |  |
| _        |                                   |                                   | which is 5.9% of the class of securities. The reporting person on this cover p beneficial owner only of the securities reported by it on this cover page. | age, however, is a |  |  |
|          |                                   |                                   | Denencial owner only of the securities reported by it on this cover page.   |                    |  |  |
| 3        | SEC USE O                         | NLY                               |   |                    |  |  |
| ა<br>    |                                   |                                   |   |                    |  |  |
|          | CITIZENSI                         | HIP OR PLAC                       | E OF ORGANIZATION   | ļ                  |  |  |
| 4        | Delaware                          |                                   |   |                    |  |  |
|          | Delaware                          |                                   | SOLE VOTING POWER   |                    |  |  |
| NUMI     | BER OF                            | 5                                 |   |                    |  |  |
|          |                                   |                                   | -0-   |                    |  |  |
|          | ARES                              |                                   | SHARED VOTING POWER   |                    |  |  |
|          | ICIALLY<br>ED BY                  | 6                                 | 2,575,719   |                    |  |  |
| 0 11 11  | EDDI                              |                                   | SOLE DISPOSITIVE POWER  |                    |  |  |
| EA       | ACH                               | 7                                 | SOLL BIST COTTY LT C TO LEA   |                    |  |  |
|          |                                   |                                   | -0-   |                    |  |  |
|          | RTING                             |                                   | SHARED DISPOSITIVE POWER  |                    |  |  |
| PERSO    | N WITH                            | 8                                 | 3.575.740   |                    |  |  |
|          | ACCDECA                           | TE AMOUNT                         | 2,575,719 BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                    |  |  |
| 9        | AUGILLG                           | HE AMOUNT                         | DENEFICIALLI OWNED DI EAGII REI ORTING I ERGON  |                    |  |  |
| ĺ        | 2,575,719                         | 2,575,719                         |   |                    |  |  |
|          |                                   |                                   | GATE AMOUNT IN ROW (9) EXCLUDES   |                    |  |  |
| 10       | CERTAIN S                         | CERTAIN SHARES (See Instructions) |   |                    |  |  |
| <u> </u> | DEDCENT                           | OF CLASS DE                       | EPRESENTED BY AMOUNT IN ROW (9)   |                    |  |  |
| 11       | PERCENT                           | OF CLASS RE                       | PRESENTED BY AMOUNT IN ROW (9)  |                    |  |  |
| 11       | 4.5%                              |                                   |   |                    |  |  |
|          | TYPE OF R                         | REPORTING P                       | PERSON (See Instructions)   |                    |  |  |
| 12       |                                   |                                   |   |                    |  |  |
|          | 00                                |                                   |   |                    |  |  |

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|       | NAMES OF REPORTING PERSONS      |  |   |                  |  |  |  |  |
|-------|---------------------------------|--|---|------------------|--|--|--|--|
| 1     | Farallon Capital Partners, L.P. |  |   |                  |  |  |  |  |
|       |                                 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) |   |                  |  |  |  |  |
|       | CHLOR II.                       | IE AII I KOI K   | IATE DOATE A MEMBER OF A GROOT (occ instructions)                                     | (a) □<br>(b) ⊠** |  |  |  |  |
| 2     |                                 | *  | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as |                  |  |  |  |  |
| 2     |                                 |  | which is 5.9% of the class of securities. The reporting person on this cover pe       |                  |  |  |  |  |
|       |                                 |  | beneficial owner only of the securities reported by it on this cover page.            |                  |  |  |  |  |
|       | SEC USE O                       | ANT V  |   |                  |  |  |  |  |
| 3     | SEC USE O                       | INLI   |   |                  |  |  |  |  |
|       | CITIZENSI                       | HIP OR PLAC  | CE OF ORGANIZATION  |                  |  |  |  |  |
| 4     |                                 |  |   |                  |  |  |  |  |
|       | California                      |  |   |                  |  |  |  |  |
|       |                                 | _  | SOLE VOTING POWER   |                  |  |  |  |  |
| NUMI  | BER OF                          | 5  | -0-   |                  |  |  |  |  |
| SH    | ARES                            |  | SHARED VOTING POWER   |                  |  |  |  |  |
| _     | ICIALLY                         | 6  | SHARED VOTING FOWER   |                  |  |  |  |  |
|       | ED BY                           |  | 97,100  |                  |  |  |  |  |
|       |                                 |  | SOLE DISPOSITIVE POWER  |                  |  |  |  |  |
| EA    | ACH                             | 7  |   |                  |  |  |  |  |
| DEDO  | DTINO                           |  | -0-   |                  |  |  |  |  |
| _     | RTING<br>N WITH                 | 8  | SHARED DISPOSITIVE POWER  |                  |  |  |  |  |
| LEKOO | 14 441111                       | ŏ  | 97,100  |                  |  |  |  |  |
|       | AGGREGA                         | L<br>TE AMOUNT   | BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                  |  |  |  |  |
| 9     |                                 |  | <b>22.</b> (2. 13. 12. 13. 13. 13. 13. 13. 13. 13. 13. 13. 13                         |                  |  |  |  |  |
|       | 97,100                          |  |   |                  |  |  |  |  |
|       |                                 |  | GATE AMOUNT IN ROW (9) EXCLUDES   |                  |  |  |  |  |
| 10    | CERTAIN S                       | CERTAIN SHARES (See Instructions)  |   |                  |  |  |  |  |
|       | DEDCENT                         | OF CLASS DI  | EPRESENTED BY AMOUNT IN ROW (9)   |                  |  |  |  |  |
| 11    | PERCENT                         | OF CLASS KI  | EPRESENTED DI AMOUNI IN ROW (5)   |                  |  |  |  |  |
| *-    | 0.2%                            |  |   |                  |  |  |  |  |
|       | TYPE OF R                       | REPORTING I  | PERSON (See Instructions)   |                  |  |  |  |  |
| 12    |                                 |  |   |                  |  |  |  |  |
|       | PN                              |  |   |                  |  |  |  |  |

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|       | MANUECOL                   | DEDODEIN                                      | CHERCONIC   |                         |  |  |  |
|-------|----------------------------|---|---|-------------------------|--|--|--|
|       | NAMES OF REPORTING PERSONS |   |   |                         |  |  |  |
| 1     | F 11 C-                    | **-1.**                                       | in . In   |                         |  |  |  |
|       |                            | Farallon Capital Institutional Partners, L.P. |   |                         |  |  |  |
|       | CHECK TH                   | IE APPROPR                                    | IATE BOX IF A MEMBER OF A GROUP (See Instructions)                                  | (a) □                   |  |  |  |
|       |                            |   |   | (b) ⊠**                 |  |  |  |
| 2     |                            | *   | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares ( | (as defined in Item 2), |  |  |  |
| -     |                            |   | which is 5.9% of the class of securities. The reporting person on this cover        | r page, however, is a   |  |  |  |
|       |                            |   | beneficial owner only of the securities reported by it on this cover page.          |                         |  |  |  |
|       |                            |   |   |                         |  |  |  |
| 3     | SEC USE O                  | NLY   |   |                         |  |  |  |
|       |                            |   |   |                         |  |  |  |
|       | CITIZENSI                  | HIP OR PLAC                                   | CE OF ORGANIZATION  |                         |  |  |  |
| 4     |                            |   |   |                         |  |  |  |
|       | California                 | ,   |   |                         |  |  |  |
|       | ļ                          |   | SOLE VOTING POWER   |                         |  |  |  |
| NUMF  | BER OF                     | 5   |   |                         |  |  |  |
|       | ļ                          |   | -0-   |                         |  |  |  |
|       | ARES                       |   | SHARED VOTING POWER   |                         |  |  |  |
|       | ICIALLY                    | 6   |   |                         |  |  |  |
| OWN   | ED BY                      |   | 229,700   |                         |  |  |  |
|       | ļ                          |   | SOLE DISPOSITIVE POWER  |                         |  |  |  |
| EA    | ACH                        | 7   |   |                         |  |  |  |
|       | _                          |   | -0-   |                         |  |  |  |
| _     | PRTING                     |   | SHARED DISPOSITIVE POWER  |                         |  |  |  |
| PERSO | N WITH                     | 8   |   |                         |  |  |  |
|       |                            |   | 229,700   |                         |  |  |  |
|       | AGGREGA                    | TE AMOUNT                                     | F BENEFICIALLY OWNED BY EACH REPORTING PERSON                                       |                         |  |  |  |
| 9     |                            |   |   |                         |  |  |  |
|       | 229,700                    |   |   |                         |  |  |  |
|       |                            |   | EGATE AMOUNT IN ROW (9) EXCLUDES  |                         |  |  |  |
| 10    | CERTAIN S                  | SHARES (See                                   | Instructions)   |                         |  |  |  |
|       |                            |   |   |                         |  |  |  |
|       | PERCENT                    | OF CLASS RI                                   | EPRESENTED BY AMOUNT IN ROW (9)   | <del></del>             |  |  |  |
| 11    |                            |   |   |                         |  |  |  |
|       | 0.4%                       |   |   |                         |  |  |  |
|       | TYPE OF R                  | REPORTING I                                   | PERSON (See Instructions)   |                         |  |  |  |
| 12    |                            |   |   |                         |  |  |  |
|       | PN                         |   |   |                         |  |  |  |

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| 1     |   |  | 777.0376  |                     |  |  |  |
|-------|---|--|---|---------------------|--|--|--|
|       | NAMES OF  | FREPORTING                                       | PERSONS   |                     |  |  |  |
| 1     | F   | **.1T** **.                                      | ln . wrn  |                     |  |  |  |
|       |   | Farallon Capital Institutional Partners II, L.P. |   |                     |  |  |  |
|       | CHECK TH  | IE APPROPRI                                      | ATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) □               |  |  |  |
|       |   | *  | **  | (b) ⊠**             |  |  |  |
| 2     |   | T.   | * The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as which is 5.9% of the class of securities. The reporting person on this cover p |                     |  |  |  |
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|       |   |  | beneficial owner only of the securities reported by it on this cover page.  |                     |  |  |  |
|       | SEC USE O   | NI V   |   |                     |  |  |  |
| 3     | SEC USE U   | TALI   |   |                     |  |  |  |
|       | CITIZENSI   | HIP OR PLAC                                      | E OF ORGANIZATION   |                     |  |  |  |
| 4     | CITICAL   |  | of Orthonication  |                     |  |  |  |
| -     | California  |  |   |                     |  |  |  |
|       |   |  | SOLE VOTING POWER   |                     |  |  |  |
| NUMF  | BER OF  | 5  |   |                     |  |  |  |
|       | !   |  | -0-   |                     |  |  |  |
| SHA   | ARES  |  | SHARED VOTING POWER   |                     |  |  |  |
|       | ICIALLY   | 6  |   |                     |  |  |  |
| OWN   | ED BY   |  | 37,400  |                     |  |  |  |
| ĺ     | ļ   |  | SOLE DISPOSITIVE POWER  |                     |  |  |  |
| EA    | ACH   | 7  |   |                     |  |  |  |
| DEDO  |   |  | -0-   |                     |  |  |  |
|       | RTING   | _  | SHARED DISPOSITIVE POWER  |                     |  |  |  |
| PERSO | N WITH  | 8  |   |                     |  |  |  |
|       | I   |  | 37,400  |                     |  |  |  |
|       | AGGREGA   | TE AMOUNT  | BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                     |  |  |  |
| 9     | 27 400  |  |   |                     |  |  |  |
|       | 37,400  | THE ACCDE  | CATE AMOUNT IN DOW (IN EVOLUDES   |                     |  |  |  |
| 10    | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES |  |   |                     |  |  |  |
| 10    | CERIAINS  | CERTAIN SHARES (See Instructions)                |   |                     |  |  |  |
|       | DERCENT   | OF CLASS RE                                      | EPRESENTED BY AMOUNT IN ROW (9)   |                     |  |  |  |
| 11    | ILICLIA   | OF CLASS IC.                                     | I RESERTED DI AMOGNI II (V)   |                     |  |  |  |
| 11    | 0.1%  |  |   |                     |  |  |  |
|       |   | REPORTING P                                      | PERSON (See Instructions)   |                     |  |  |  |
| 12    | 1   |  | 21.001. (000 11.001 10.001)   |                     |  |  |  |
|       | PN  |  |   |                     |  |  |  |

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|         | NAMES OF  | DEDODTING     | DEDCOME  |                     |  |  |
|---------|---|---------------|--|---------------------|--|--|
| 1       | NAMES OF REPORTING PERSONS                        |               |  |                     |  |  |
| 1       | Farallon Capital Institutional Partners III, L.P. |               |  |                     |  |  |
|         |   |               |  |                     |  |  |
|         | CHECK TH  | 1E APPROPRI   | ATE BOX IF A MEMBER OF A GROUP (See Instructions)  | (a) □               |  |  |
|         |   | *:            | * m  | (b) ⊠**             |  |  |
| 2       |   | •             | The reporting persons making this ming hold an aggregate of 3,330,303 Shares (as   |                     |  |  |
|         |   |               | which is 5.9% of the class of securities. The reporting person on this cover p<br>beneficial owner only of the securities reported by it on this cover page. | page, nowever, is a |  |  |
|         |   |               | beneficial owner only of the securities reported by it on this cover page.   |                     |  |  |
|         | SEC USE O   | NI V          |  | _                   |  |  |
| 3       | SEC USE U   | /INL1         |  |                     |  |  |
|         | CITIZENSI   | HID OD DI AC  | E OF ORGANIZATION  | _                   |  |  |
| 4       | CITIZENSI   | .III OKTLACI  | E OF ORGANIZATION  |                     |  |  |
| 7       | Delaware  |               |  |                     |  |  |
|         | Delaware  |               | SOLE VOTING POWER  |                     |  |  |
| NIIMI   | BER OF  | 5             | SOLE VOINGTOWER  |                     |  |  |
| 1101111 | ER OI   |               | -0-  |                     |  |  |
| SHA     | ARES  |               | SHARED VOTING POWER  |                     |  |  |
| _       | ICIALLY   | 6             | STATE TO THE   |                     |  |  |
| OWN     | ED BY   |               | 20,900   |                     |  |  |
|         |   |               | SOLE DISPOSITIVE POWER   |                     |  |  |
| EA      | ACH   | 7             |  |                     |  |  |
|         |   |               | -0-  |                     |  |  |
| REPO    | RTING   |               | SHARED DISPOSITIVE POWER   |                     |  |  |
| PERSO   | N WITH  | 8             |  |                     |  |  |
|         |   |               | 20,900   |                     |  |  |
|         | AGGREGA   | TE AMOUNT     | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |
| 9       |   |               |  |                     |  |  |
|         | 20,900  | •             |  |                     |  |  |
|         |   |               | GATE AMOUNT IN ROW (9) EXCLUDES  |                     |  |  |
| 10      | CERTAIN S   | SHARES (See I | nstructions)   |                     |  |  |
|         |   |               |  |                     |  |  |
|         | PERCENT   | OF CLASS RE   | EPRESENTED BY AMOUNT IN ROW (9)  |                     |  |  |
| 11      |   |               |  |                     |  |  |
|         | 0.0%  |               |  |                     |  |  |
|         | TYPE OF R   | REPORTING P   | ERSON (See Instructions)   |                     |  |  |
| 12      |   |               |  |                     |  |  |
|         | PN  |               |  |                     |  |  |

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|          | NAMESOI   | REPORTIN                          | C DEDSONS  |         |  |  |  |
|----------|---|-----------------------------------|--|---------|--|--|--|
| 1        | NAMES OF  | KEPOKIIN                          | G PERSONS  |         |  |  |  |
| 1        | Four Crossings Institutional Partners V, L.P.             |                                   |  |         |  |  |  |
|          |   |                                   | MATE BOX IF A MEMBER OF A GROUP (See Instructions)                                       | (a) 🗆   |  |  |  |
|          | CILCITI   |                                   | ENTE BON IT TIME INDER OF THOROUT (SEE INSUREMONS)                                       | (b) ⊠** |  |  |  |
|          |   |                                   | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as of |         |  |  |  |
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|          |   |                                   | beneficial owner only of the securities reported by it on this cover page.               |         |  |  |  |
|          |   |                                   |  |         |  |  |  |
| 3        | SEC USE O   | NLY                               |  |         |  |  |  |
| <u> </u> |   |                                   |  |         |  |  |  |
|          | CITIZENSI   | HIP OR PLAC                       | CE OF ORGANIZATION   |         |  |  |  |
| 4        | D.L.  |                                   |  |         |  |  |  |
|          | Delaware  |                                   | SOLE VOTING POWER  |         |  |  |  |
| NITIMI   | BER OF  | 5                                 | SOLE VOTING FOWER  |         |  |  |  |
| NOMI     | DEK OF  | 3                                 | -0-  |         |  |  |  |
| SHA      | ARES  |                                   | SHARED VOTING POWER  |         |  |  |  |
| _        | ICIALLY   | 6                                 | SIRRED TOTAL ON ER   |         |  |  |  |
| OWN      | ED BY   |                                   | 27,700   |         |  |  |  |
|          |   |                                   | SOLE DISPOSITIVE POWER   |         |  |  |  |
| EA       | <b>ACH</b>  | 7                                 |  |         |  |  |  |
|          |   |                                   | -0-  |         |  |  |  |
|          | RTING   |                                   | SHARED DISPOSITIVE POWER   |         |  |  |  |
| PERSO    | N WITH  | 8                                 |  |         |  |  |  |
|          | ·   |                                   | 27,700   |         |  |  |  |
|          | AGGREGA   | TE AMOUN                          | F BENEFICIALLY OWNED BY EACH REPORTING PERSON  |         |  |  |  |
| 9        | 27.700  |                                   |  |         |  |  |  |
|          | 27,700  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES |                                   |  |         |  |  |  |
| 10       |   |                                   |  |         |  |  |  |
| 10       | CLIMIN  | CERTAIN SHARES (See Instructions) |  |         |  |  |  |
|          | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         |                                   |  |         |  |  |  |
| 11       | TERCENT OF CENTRE BETTER BY THROUGH IN ROW (J)            |                                   |  |         |  |  |  |
|          | 0.0%  |                                   |  |         |  |  |  |
|          | TYPE OF F   | REPORTING                         | PERSON (See Instructions)  |         |  |  |  |
| 12       |   |                                   |  |         |  |  |  |
|          | PN  |                                   |  |         |  |  |  |

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|         | NAMES OF                                     | F REPORTING  | PERSONS  |                     |  |  |  |
|---------|--|--|--|---------------------|--|--|--|
| 1       |  |  |  |                     |  |  |  |
|         | Farallon Capital Offshore Investors II, L.P. |  |  |                     |  |  |  |
|         | CHECK TH                                     | HE APPROPR   | IATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) 🔲               |  |  |  |
|         |  |  |  | (b) ⊠**             |  |  |  |
| 2       |  | ক  | * The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as of which is 5.9% of the class of securities. The reporting person on this cover page 1.50 persons are persons on the cover page 2.50 persons are persons as the cover page 2.50 persons are persons are persons as the cover page 2.50 persons are persons are persons are persons as the cover page 2.50 persons are persons are persons are persons are persons are persons are persons as the cover persons are perso | lefined in Item 2), |  |  |  |
|         |  |  | beneficial owner only of the securities reported by it on this cover page.   | ige, nowever, is a  |  |  |  |
|         |  |  | beneficial owner only of the securities reported by it on this cover page.   |                     |  |  |  |
| 3       | SEC USE O                                    | NLY  |  |                     |  |  |  |
| 3       |  |  |  |                     |  |  |  |
|         | CITIZENSI                                    | HIP OR PLAC  | E OF ORGANIZATION  |                     |  |  |  |
| 4       |  | ,  |  |                     |  |  |  |
|         | Cayman Isl                                   | ands   | SOLE VOTING POWER  |                     |  |  |  |
| NHMI    | BER OF                                       | 5  | SOLE VOTING FOWER  |                     |  |  |  |
| 1101111 | DER OF                                       |  | -0-  |                     |  |  |  |
| SHA     | ARES   |  | SHARED VOTING POWER  |                     |  |  |  |
| BENEF   | ICIALLY                                      | 6  |  |                     |  |  |  |
| OWN     | ED BY  |  | 305,350  |                     |  |  |  |
|         |  |  | SOLE DISPOSITIVE POWER   |                     |  |  |  |
| E.P.    | СH   | 7  |  |                     |  |  |  |
| REPO    | RTING  |  | -0-<br>SHARED DISPOSITIVE POWER  |                     |  |  |  |
|         | N WITH                                       | 8  | SHARED DISPOSITIVE FOWER   |                     |  |  |  |
|         |  |  | 305,350  |                     |  |  |  |
|         | AGGREGA                                      | TE AMOUNT  | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |  |
| 9       |  |  |  |                     |  |  |  |
|         | 305,350                                      |  |  |                     |  |  |  |
|         |  | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES        |  |                     |  |  |  |
| 10      | CERTAINS                                     | CERTAIN SHARES (See Instructions)                        |  |                     |  |  |  |
|         | DEDCENT                                      | DED CENTE OF CLASS DEDDESCENTED BY A MOUNTE IN DOME (II) |  |                     |  |  |  |
| 11      | FERCENT                                      | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)        |  |                     |  |  |  |
|         | 0.5%   | 0.5%   |  |                     |  |  |  |
|         | TYPE OF F                                    | REPORTING I  | PERSON (See Instructions)  |                     |  |  |  |
| 12      |  |  |  |                     |  |  |  |
|         | PN   |  |  |                     |  |  |  |

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|       | NAMES OF                           | FREPORTING     | PERSONS   |                    |  |  |
|-------|------------------------------------|----------------|---|--------------------|--|--|
| 1     | Farallon Capital F5 Master I, L.P. |                |   |                    |  |  |
|       |                                    |                | IATE BOX IF A MEMBER OF A GROUP (See Instructions)  | (a) 🗆              |  |  |
|       |                                    |                |   | (b) ⊠**            |  |  |
| 2     |                                    | *              | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as d   |                    |  |  |
| _     |                                    |                | which is 5.9% of the class of securities. The reporting person on this cover pa<br>beneficial owner only of the securities reported by it on this cover page. | age, however, is a |  |  |
|       |                                    |                | beneficial owner only of the securities reported by it on this cover page.  |                    |  |  |
| 3     | SEC USE O                          | NLY            |   |                    |  |  |
| 3     |                                    |                |   |                    |  |  |
| 4     | CITIZENSI                          | HIP OR PLAC    | CE OF ORGANIZATION  |                    |  |  |
| 4     | Cayman Isla                        | ands           |   |                    |  |  |
|       | Cuymun 131                         |                | SOLE VOTING POWER   |                    |  |  |
| NUMI  | BER OF                             | 5              |   |                    |  |  |
|       | ļ                                  |                | -0-   |                    |  |  |
|       | ARES                               |                | SHARED VOTING POWER   |                    |  |  |
|       | ICIALLY<br>IED BY                  | 6              | 52,300  |                    |  |  |
| 01111 | EDDI                               |                | SOLE DISPOSITIVE POWER  |                    |  |  |
| EA    | ACH                                | 7              | SOLE DISCOULTE TO WALL  |                    |  |  |
|       |                                    |                | -0-   |                    |  |  |
| _     | ORTING<br>ON WITH                  |                | SHARED DISPOSITIVE POWER  |                    |  |  |
| PERSO | N WIII                             | 8              | 52,300  |                    |  |  |
|       | AGGREGA                            | L<br>TE AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                    |  |  |
| 9     |                                    |                |   |                    |  |  |
|       | 52,300                             |                |   |                    |  |  |
| 10    |                                    |                | GATE AMOUNT IN ROW (9) EXCLUDES   |                    |  |  |
| 10    | CERTAINS                           | SHARES (See    | instructions)   |                    |  |  |
|       | PERCENT                            | OF CLASS RI    | EPRESENTED BY AMOUNT IN ROW (9)   |                    |  |  |
| 11    |                                    |                |   |                    |  |  |
|       | 0.1%                               |                |   |                    |  |  |
| 40    | TYPE OF R                          | REPORTING I    | PERSON (See Instructions)   |                    |  |  |
| 12    | PN                                 |                |   |                    |  |  |
|       | 111                                |                |   |                    |  |  |

Page 9 of 32 Pages

|  | MANUECOL        | DEDODEING                             | PEDCONG  |                     |  |  |  |
|--|-----------------|---------------------------------------|--|---------------------|--|--|--|
|  | NAMES OF        | F REPORTING                           | r PERSONS  | ļ                   |  |  |  |
| 1  | - " C           | Faully Control (AND), are a LD        |  |                     |  |  |  |
|  |                 | Farallon Capital (AM) Investors, L.P. |  |                     |  |  |  |
| ļ  | CHECK TH        | IE APPROPRI                           | IATE BOX IF A MEMBER OF A GROUP (See Instructions)                                 | (a) □               |  |  |  |
|  |                 | _                                     |  | (b) ⊠**             |  |  |  |
| 2  |                 | **                                    | The reporting persons making this ining hold all aggregate of 5,550,505 Shares (as |                     |  |  |  |
| ļ  |                 |                                       | which is 5.9% of the class of securities. The reporting person on this cover p     | page, however, is a |  |  |  |
| ļ  |                 |                                       | beneficial owner only of the securities reported by it on this cover page.         |                     |  |  |  |
|  | CEC HEE C       |                                       |  |                     |  |  |  |
| 3  | SEC USE O       | NLY                                   |  | ļ                   |  |  |  |
|  | CIPIZENIO       | TIP OD DI AC                          | E OF OR CAMPATION  |                     |  |  |  |
| 4  | CITIZENSE       | HIP OR PLACE                          | E OF ORGANIZATION  |                     |  |  |  |
| 4  | Dalas sassa     |                                       |  | ļ                   |  |  |  |
|  | Delaware        | T                                     | COLE MOMBIO DOMED  |                     |  |  |  |
| SILINA   | SER OF          | 1 -                                   | SOLE VOTING POWER  |                     |  |  |  |
| NUNI   | BER OF          | 5                                     | -0-  |                     |  |  |  |
| CII  | ADEC            | <b></b>                               |  |                     |  |  |  |
|  | ARES<br>ICIALLY | · ·                                   | SHARED VOTING POWER  |                     |  |  |  |
|  | NED BY          | 6                                     | 10,800   |                     |  |  |  |
| U WYIN   | EDDI            | <b></b>                               | SOLE DISPOSITIVE POWER   |                     |  |  |  |
| TE /   | ACH             | 7                                     | SULE DISPUSITIVE PUWER   |                     |  |  |  |
| <b>L</b> i∩                                      | Сп              | /                                     | -0-  |                     |  |  |  |
| REPO   | ORTING          | <b></b>                               | SHARED DISPOSITIVE POWER   |                     |  |  |  |
|  | ON WITH         | 8                                     | SHARED DISPOSITIVE POWER   |                     |  |  |  |
| LINGO  | 714 441111      | 0                                     | 10,800   |                     |  |  |  |
| <del>                                     </del> | ACCDECA         | TE AMOUNT                             | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |  |
| 9  | AGGREGA         | .IE AMOUNT                            | DENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |  |
| 3  | 10,800          |                                       |  |                     |  |  |  |
| T  |                 | THE ACCRE                             | GATE AMOUNT IN ROW (9) EXCLUDES  |                     |  |  |  |
| 10   |                 | SHARES (See I                         |  |                     |  |  |  |
| 10   | CERTAIN         | MAKES (See I                          | iisti uctions)   | ы                   |  |  |  |
|  | DEDCENT         | OF CLASS RE                           | EPRESENTED BY AMOUNT IN ROW (9)  |                     |  |  |  |
| 11   | FERCENT         | OF CLASS KL                           | FRESENTED DI AMOUNT IN ROW (0)   |                     |  |  |  |
| 11   | 0.0%            |                                       |  |                     |  |  |  |
|  |                 | PEPORTING P                           | PERSON (See Instructions)  |                     |  |  |  |
| 12   |                 | El ORIING I                           | EKOON (See Instructions)   |                     |  |  |  |
| - <del>-</del>                                   | PN              |                                       |  |                     |  |  |  |
|  |                 |                                       |  |                     |  |  |  |

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|          | NAMES OF REPORTING PERSONS          |   |  |         |  |  |
|----------|-------------------------------------|---|--|---------|--|--|
| 1        | Farallon Capital Management, L.L.C. |   |  |         |  |  |
|          |                                     |   | IATE BOX IF A MEMBER OF A GROUP (See Instructions)                                     | (a) 🗆   |  |  |
|          | CILCK II                            | IL / II I KOI K   | THE BOX IF IT WEIGHDER OF IT GROOT (See Instructions)                                  | (b) ⊠** |  |  |
| 0        |                                     | *   | * The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as o |         |  |  |
| 2        |                                     |   | which is 5.9% of the class of securities. The reporting person on this cover pa        |         |  |  |
|          |                                     |   | beneficial owner only of the securities reported by it on this cover page.             |         |  |  |
|          |                                     |   |  |         |  |  |
| 3        | SEC USE O                           | ONLY  |  |         |  |  |
|          | CITIZENCI                           | IID OD DI AC  | E OF ORGANIZATION  |         |  |  |
| 4        | CITIZENSI                           | HIP OK PLAC   | E OF ORGANIZATION  |         |  |  |
| •        | Delaware                            |   |  |         |  |  |
|          |                                     |   | SOLE VOTING POWER  |         |  |  |
| NUMI     | BER OF                              | 5   |  |         |  |  |
|          |                                     |   | -0-  |         |  |  |
|          | ARES                                | _   | SHARED VOTING POWER  |         |  |  |
|          | ICIALLY                             | 6   | 0.555.540  |         |  |  |
| OWN      | ED BY                               |   | 2,575,719 SOLE DISPOSITIVE POWER   |         |  |  |
| FΔ       | СH                                  | 7   | SULE DISPUSITIVE PUWER   |         |  |  |
| <b>.</b> | CII                                 | ,   | -0-  |         |  |  |
| REPO     | RTING                               |   | SHARED DISPOSITIVE POWER   |         |  |  |
| PERSO    | N WITH                              | 8   |  |         |  |  |
|          |                                     |   | 2,575,719  |         |  |  |
|          | AGGREGA                             | TE AMOUNT   | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |         |  |  |
| 9        | 0.555.540                           |   |  |         |  |  |
|          |                                     | 2,575,719 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES |  |         |  |  |
| 10       |                                     | SHARES (See   |  |         |  |  |
| 10       | CLICIANIC                           | om inclo (occ   | instructions)  | _       |  |  |
|          | PERCENT                             | OF CLASS RI   | EPRESENTED BY AMOUNT IN ROW (9)  |         |  |  |
| 11       |                                     |   | , ,  |         |  |  |
|          | 4.5%                                |   |  |         |  |  |
| 4.0      | TYPE OF R                           | REPORTING I   | PERSON (See Instructions)  |         |  |  |
| 12       | 00                                  |   |  |         |  |  |
|          | 00                                  |   |  |         |  |  |

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|       | NAMES OF                  | REPORTIN   | G PERSONS   |                  |  |  |  |  |
|-------|---------------------------|--|---|------------------|--|--|--|--|
| 1     |                           |  |   |                  |  |  |  |  |
|       | Farallon Partners, L.L.C. |  |   |                  |  |  |  |  |
|       | CHECK TH                  | IE APPROPR   | NATE BOX IF A MEMBER OF A GROUP (See Instructions)                                      | (a) □<br>(b) 図** |  |  |  |  |
|       |                           |  | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as d |                  |  |  |  |  |
| 2     |                           | which is 5.9% of the class of securities. The reporting person on this cover page, however, is a |   |                  |  |  |  |  |
|       |                           |  | beneficial owner only of the securities reported by it on this cover page.              |                  |  |  |  |  |
|       | CEC HCE O                 | NIT X/   |   |                  |  |  |  |  |
| 3     | SEC USE O                 | NLY  |   |                  |  |  |  |  |
|       | CITIZENSI                 | HIP OR PLAC  | CE OF ORGANIZATION  |                  |  |  |  |  |
| 4     | _                         |  |   |                  |  |  |  |  |
|       | Delaware                  |  | COLE VOTENC DOVIED  |                  |  |  |  |  |
| NIIMI | BER OF                    | 5  | SOLE VOTING POWER   |                  |  |  |  |  |
| NOM   | DER OF                    | 3  | -0-   |                  |  |  |  |  |
|       | ARES                      |  | SHARED VOTING POWER   |                  |  |  |  |  |
|       | ICIALLY                   | 6  |   |                  |  |  |  |  |
| OWN   | ED BY                     |  | 728,950 SOLE DISPOSITIVE POWER  |                  |  |  |  |  |
| E     | ACH                       | 7  | SOLE DISPOSITIVE POWER  |                  |  |  |  |  |
|       |                           | •  | -0-   |                  |  |  |  |  |
|       | ORTING                    |  | SHARED DISPOSITIVE POWER  |                  |  |  |  |  |
| PERSC | N WITH                    | 8  |   |                  |  |  |  |  |
|       | ACCDECA                   | TE AMOUNT  | 728,950<br>  BENEFICIALLY OWNED BY EACH REPORTING PERSON                                |                  |  |  |  |  |
| 9     | AGGREGA                   | IE AMOUN.  | I DENEFICIALLI OWNED DI EACH REPORTING PERSON   |                  |  |  |  |  |
|       | 728,950                   |  |   |                  |  |  |  |  |
|       |                           |  | EGATE AMOUNT IN ROW (9) EXCLUDES  | _                |  |  |  |  |
| 10    | CERTAIN S                 | CERTAIN SHARES (See Instructions)  |   |                  |  |  |  |  |
|       | PERCENT                   | OF CLASS R   | EPRESENTED BY AMOUNT IN ROW (9)   |                  |  |  |  |  |
| 11    |                           | TERCENT OF CENSORED BETTEROOM IN ROW (0)   |   |                  |  |  |  |  |
|       | 1.3%                      |  |   |                  |  |  |  |  |
| 10    | TYPE OF R                 | EPORTING   | PERSON (See Instructions)   |                  |  |  |  |  |
| 12    | 00                        |  |   |                  |  |  |  |  |
|       | 00                        |  |   |                  |  |  |  |  |

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|       | NAMES OF REPORTING PERSONS            |                                   |  |                     |  |  |  |
|-------|---------------------------------------|-----------------------------------|--|---------------------|--|--|--|
| 1     | Farallon Institutional (GP) V, L.L.C. |                                   |  |                     |  |  |  |
|       |                                       |                                   | RIATE BOX IF A MEMBER OF A GROUP (See Instructions)  | (a) 🗆               |  |  |  |
|       |                                       |                                   |  | (b) ⊠**             |  |  |  |
| 2     |                                       |                                   | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as which is 5.9% of the class of securities. The reporting person on this cover p   |                     |  |  |  |
|       |                                       |                                   | beneficial owner only of the securities reported by it on this cover page.   | Jage, However, is a |  |  |  |
|       |                                       |                                   | real first the first transfer of the first |                     |  |  |  |
| 3     | SEC USE O                             | ONLY                              |  |                     |  |  |  |
|       | CITIZENSI                             | HIP OR PLAC                       | CE OF ORGANIZATION   |                     |  |  |  |
| 4     | Delaware                              |                                   |  |                     |  |  |  |
|       |                                       |                                   | SOLE VOTING POWER  |                     |  |  |  |
| NUM   | MBER OF 5                             |                                   |  |                     |  |  |  |
| SH    | ARES                                  |                                   | -0-<br>SHARED VOTING POWER   |                     |  |  |  |
| _     | FICIALLY                              | 6                                 | STARLE VOTING TOWER  |                     |  |  |  |
| OWN   | NED BY                                |                                   | 27,700   |                     |  |  |  |
| E.    | ACH                                   | 7                                 | SOLE DISPOSITIVE POWER   |                     |  |  |  |
|       | 1011                                  | ,                                 | -0-  |                     |  |  |  |
|       | ORTING                                |                                   | SHARED DISPOSITIVE POWER   |                     |  |  |  |
| PERSO | ON WITH                               | 8                                 | 25 522   |                     |  |  |  |
|       | AGGREGA                               | TE AMOUN'                         | 27,700 F BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                     |  |  |  |
| 9     | TIGGILL GI                            |                                   | DENERICALED OWNED DI ENGINEI ONIMOTERCON   |                     |  |  |  |
|       | 27,700                                |                                   |  |                     |  |  |  |
| 10    |                                       |                                   | EGATE AMOUNT IN ROW (9) EXCLUDES   | П                   |  |  |  |
| 10    | CERTAIN                               | CERTAIN SHARES (See Instructions) |  |                     |  |  |  |
|       | PERCENT                               | OF CLASS R                        | EPRESENTED BY AMOUNT IN ROW (9)  |                     |  |  |  |
| 11    | 0.0%                                  |                                   |  |                     |  |  |  |
|       |                                       | REPORTING                         | PERSON (See Instructions)  |                     |  |  |  |
| 12    |                                       |                                   |  |                     |  |  |  |
|       | 00                                    |                                   |  |                     |  |  |  |

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| 1                                 | NAMES OF REPORTING PERSONS |  |  |                    |  |  |  |
|-----------------------------------|----------------------------|--|--|--------------------|--|--|--|
| 1                                 | Farallon F5 (GP), L.L.C.   |  |  |                    |  |  |  |
|                                   |                            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a)           |  |                    |  |  |  |
|                                   |                            |  | The Bost is stated in order (occumulation)                                       | (b) ⊠**            |  |  |  |
| 2                                 |                            | *:   | The reporting persons making this ming hold an aggregate of 5,550,505 Shares (as |                    |  |  |  |
| 2                                 |                            |  | which is 5.9% of the class of securities. The reporting person on this cover p   | age, however, is a |  |  |  |
|                                   |                            |  | beneficial owner only of the securities reported by it on this cover page.       |                    |  |  |  |
|                                   | SEC USE O                  | NLY  |  |                    |  |  |  |
| 3                                 | SEC CSE C                  |  |  |                    |  |  |  |
|                                   | CITIZENSI                  | HIP OR PLAC  | E OF ORGANIZATION  |                    |  |  |  |
| 4                                 |                            |  |  |                    |  |  |  |
|                                   | Delaware                   |  | COVE MORNING POLITIC   |                    |  |  |  |
| NIT IM I                          | BER OF                     | 5  | SOLE VOTING POWER  |                    |  |  |  |
| NUMI                              | SER OF                     | 3  | -0-  |                    |  |  |  |
| SHA                               | ARES                       |  | SHARED VOTING POWER  |                    |  |  |  |
| BENEF                             | ICIALLY                    | 6  |  |                    |  |  |  |
| OWN                               | ED BY                      |  | 52,300   |                    |  |  |  |
|                                   | N.C.I.                     | _  | SOLE DISPOSITIVE POWER   |                    |  |  |  |
| EA                                | ACH                        | 7  | -0-  |                    |  |  |  |
| REPO                              | RTING                      |  | SHARED DISPOSITIVE POWER   |                    |  |  |  |
|                                   | N WITH                     | 8  | SIMILED DISTOSTIVE TO WER  |                    |  |  |  |
|                                   | ļ                          |  | 52,300   |                    |  |  |  |
|                                   | AGGREGA                    | TE AMOUNT  | BENEFICIALLY OWNED BY EACH REPORTING PERSON                                      |                    |  |  |  |
| 9                                 | <b>5</b> 0.000             |  |  |                    |  |  |  |
|                                   |                            | 52,300   |  |                    |  |  |  |
| 10                                |                            | HECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  ERTAIN SHARES (See Instructions) |  |                    |  |  |  |
| oblining of medical designations, |                            |  |  | _                  |  |  |  |
|                                   | PERCENT                    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                  |  |                    |  |  |  |
| 11                                |                            |  |  |                    |  |  |  |
|                                   | 0.1%                       | EDODENIC   | TRONG (C. I )  |                    |  |  |  |
| 12                                | TYPE OF R                  | EPORTING P   | PERSON (See Instructions)  |                    |  |  |  |
| 12                                | 00                         |  |  |                    |  |  |  |
|                                   |                            |  |  |                    |  |  |  |

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| _    | NAMES OF REPORTING PERSONS |                                   |  |                     |  |  |
|------|----------------------------|-----------------------------------|--|---------------------|--|--|
| 1    | Philip D. Dr               | rovfuse                           |  |                     |  |  |
|      |                            |                                   | IATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) 🗆               |  |  |
|      |                            |                                   | 2011 2011 11 11 12 12 12 12 12 12 12 12 12 12 1  | (b) ⊠**             |  |  |
| 2    |                            | *                                 | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as  |                     |  |  |
| _    |                            |                                   | which is 5.9% of the class of securities. The reporting person on this cover peneticial owner only of the securities reported by it on this cover page.  | page, however, is a |  |  |
|      |                            |                                   | Denencial owner only of the securities reported by it on this cover page.  |                     |  |  |
| 3    | SEC USE O                  | NLY                               |  |                     |  |  |
|      | CITIZENSI                  | HID OR PLAC                       | CE OF ORGANIZATION   |                     |  |  |
| 4    | CITIZETO                   | .III OKILAK                       | E OF ORGANIZATION  |                     |  |  |
|      | United State               | es                                |  |                     |  |  |
|      |                            |                                   | SOLE VOTING POWER  |                     |  |  |
| NUMI | BER OF                     | 5                                 | -0-  |                     |  |  |
| SH   | ARES                       |                                   | SHARED VOTING POWER  |                     |  |  |
| _    | ICIALLY                    | 6                                 | SIERCE VOING TO WER  |                     |  |  |
| OWN  | NED BY                     |                                   | 3,356,969  |                     |  |  |
| TE / | A 011                      | _                                 | SOLE DISPOSITIVE POWER   |                     |  |  |
| E.F  | ACH                        | 7                                 | -0-  |                     |  |  |
| REPC | ORTING                     |                                   | SHARED DISPOSITIVE POWER   |                     |  |  |
|      | ON WITH                    | 8                                 | on hab biol colling to the biological for the biolo |                     |  |  |
|      |                            |                                   | 3,356,969  |                     |  |  |
| 9    | AGGREGA                    | TE AMOUNT                         | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |
| 9    | 3,356,969                  |                                   |  |                     |  |  |
|      |                            | THE AGGRE                         | GATE AMOUNT IN ROW (9) EXCLUDES  |                     |  |  |
| 10   |                            | CERTAIN SHARES (See Instructions) |  |                     |  |  |
|      | TED CENT                   | 27 OF 100 D                       |  |                     |  |  |
| 11   | PERCENT                    | OF CLASS RI                       | EPRESENTED BY AMOUNT IN ROW (9)  |                     |  |  |
| 11   | 5.9%                       |                                   |  |                     |  |  |
|      |                            | REPORTING I                       | PERSON (See Instructions)  |                     |  |  |
| 12   |                            |                                   |  |                     |  |  |
|      | IN                         |                                   |  |                     |  |  |

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|      | NAMES OF  | REPORTIN   | G PERSONS   |         |  |  |  |
|------|---|--|---|---------|--|--|--|
| 1    |   |  |   |         |  |  |  |
|      | Michael B. Fisch                                  |  |   |         |  |  |  |
|      | CHECK TH  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) |   |         |  |  |  |
|      |   |  | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as | (b) ⊠** |  |  |  |
| 2    |   |  | which is 5.9% of the class of securities. The reporting person on this cover pa       |         |  |  |  |
|      |   |  | beneficial owner only of the securities reported by it on this cover page.            |         |  |  |  |
|      |   |  |   |         |  |  |  |
| 3    | SEC USE O   | NLY  |   |         |  |  |  |
|      | CITIZENSI   | IID OD DI A  | CE OF ORGANIZATION  |         |  |  |  |
| 4    | CITIZENSI   | III OKILA  | SE OF ORGANIZATION  |         |  |  |  |
|      | United State                                      | es   |   |         |  |  |  |
|      |   |  | SOLE VOTING POWER   |         |  |  |  |
| NUMI | BER OF  | 5  |   |         |  |  |  |
| СП   | ARES  |  | -0-<br>SHARED VOTING POWER  |         |  |  |  |
|      | ICIALLY   | 6  | SHARED VOILING FOWER  |         |  |  |  |
| OWN  | ED BY   |  | 3,356,969   |         |  |  |  |
|      |   |  | SOLE DISPOSITIVE POWER  |         |  |  |  |
| EA   | ACH   | 7  |   |         |  |  |  |
| REPO | RTING   |  | -0-<br>SHARED DISPOSITIVE POWER   |         |  |  |  |
| _    | N WITH  | 8  | SIMIKED DIST COTTIVE I OWEK   |         |  |  |  |
|      |   |  | 3,356,969   |         |  |  |  |
|      | AGGREGA   | TE AMOUN   | F BENEFICIALLY OWNED BY EACH REPORTING PERSON   |         |  |  |  |
| 9    |   |  |   |         |  |  |  |
|      | 3,356,969<br>CHECK IF                             | THE AGGRI  | EGATE AMOUNT IN ROW (9) EXCLUDES  |         |  |  |  |
| 10   |   |  | Instructions)   |         |  |  |  |
|      |   |  |   |         |  |  |  |
|      | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |  |   |         |  |  |  |
| 11   | 5.9%  | E 00/  |   |         |  |  |  |
|      |   | EPORTING   | PERSON (See Instructions)   |         |  |  |  |
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|       | NAMES OF  | REPORTIN  | G PERSONS   |                   |  |  |  |
|-------|---|---|---|-------------------|--|--|--|
| 1     |   |   |   |                   |  |  |  |
|       | Richard B.  |   | NATE DOV IF A MEMBED OF A CDOUD (Co. Lockwork)  | (a) [             |  |  |  |
|       | CHECK TH  | IE APPROPE  | RIATE BOX IF A MEMBER OF A GROUP (See Instructions)                                     | (a) □<br>(b) ⊠**  |  |  |  |
| 2     |   |   | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as d |                   |  |  |  |
| 2     |   |   | which is 5.9% of the class of securities. The reporting person on this cover pa         | ge, however, is a |  |  |  |
|       |   |   | beneficial owner only of the securities reported by it on this cover page.              |                   |  |  |  |
|       | SEC USE O   | NLY   |   |                   |  |  |  |
| 3     |   |   |   |                   |  |  |  |
|       | CITIZENSI   | HIP OR PLAC   | CE OF ORGANIZATION  |                   |  |  |  |
| 4     | United State                                      | es.   |   |                   |  |  |  |
|       | omea state  | .5  | SOLE VOTING POWER   |                   |  |  |  |
| NUMI  | BER OF  | 5   |   |                   |  |  |  |
| CIT   | ADEC  |   | -0-   |                   |  |  |  |
|       | ARES<br>ICIALLY                                   | 6   | SHARED VOTING POWER   |                   |  |  |  |
|       | ED BY   | ŭ   | 3,356,969   |                   |  |  |  |
|       |   |   | SOLE DISPOSITIVE POWER  |                   |  |  |  |
| EA    | ACH   | 7   |   |                   |  |  |  |
| REPO  | ORTING  |   | -0-<br>SHARED DISPOSITIVE POWER   |                   |  |  |  |
| PERSO | N WITH  | 8   | SIERCED DIST GOTTIVE TO WER   |                   |  |  |  |
|       |   |   | 3,356,969   |                   |  |  |  |
| 9     | AGGREGA   | TE AMOUN  | F BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                   |  |  |  |
| 9     | 3,356,969   |   |   |                   |  |  |  |
|       |   | THE AGGRI   | EGATE AMOUNT IN ROW (9) EXCLUDES  |                   |  |  |  |
| 10    | CERTAIN S   | SHARES (See   | Instructions)   |                   |  |  |  |
|       | DEDCEME   | DED CENTE OF CLASS DEDDESCENTED BY AMOUNT BY DOLL (2) |   |                   |  |  |  |
| 11    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |   |   |                   |  |  |  |
|       | 5.9%  |   |   |                   |  |  |  |
|       | TYPE OF R   | EPORTING  | PERSON (See Instructions)   |                   |  |  |  |
| 12    | IN  |   |   |                   |  |  |  |
|       | 11/   |   |   |                   |  |  |  |

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| 4                | NAMES OF REPORTING PERSONS                        |   |  |                     |  |  |  |
|------------------|---|---|--|---------------------|--|--|--|
| 1                | David T. Kim                                      |   |  |                     |  |  |  |
|                  |   |   | IATE BOX IF A MEMBER OF A GROUP (See Instructions)                                   | (a) 🗆               |  |  |  |
|                  | CILCR II  | IL / II I KOI KI                                  | THE BOX II TI MEMBER OF THOROUT (See Instructions)                                   | (b) ⊠**             |  |  |  |
| 2                |   | *   | * The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as | ` '                 |  |  |  |
| 2                |   |   | which is 5.9% of the class of securities. The reporting person on this cover p       | page, however, is a |  |  |  |
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|                  | SEC USE O   | NIT W   |  |                     |  |  |  |
| 3                | SEC USE U   | INLY  |  |                     |  |  |  |
|                  | CITIZENSI   | HIP OR PLAC                                       | E OF ORGANIZATION  |                     |  |  |  |
| 4                |   |   |  |                     |  |  |  |
|                  | United State                                      | es  |  |                     |  |  |  |
|                  |   |   | SOLE VOTING POWER  |                     |  |  |  |
| NUMI             | BER OF  | 5   |  |                     |  |  |  |
| CII              | ARES  |   | -0-<br>SHARED VOTING POWER   |                     |  |  |  |
|                  | ICIALLY   | 6   | SHARED VOTING POWER  |                     |  |  |  |
|                  | ED BY   | ľ   | 3,356,969  |                     |  |  |  |
|                  |   |   | SOLE DISPOSITIVE POWER   |                     |  |  |  |
| $\mathbf{E}^{A}$ | ACH   | 7   |  |                     |  |  |  |
|                  |   |   | -0-  |                     |  |  |  |
|                  | ORTING<br>ON WITH                                 |   | SHARED DISPOSITIVE POWER   |                     |  |  |  |
| PERSU            | N WITH  | 8   | 3,356,969  |                     |  |  |  |
|                  | ACCRECA   | TE AMOUNT   | BENEFICIALLY OWNED BY EACH REPORTING PERSON  | _                   |  |  |  |
| 9                | /IGGILG/I   | TE MINOCIVI                                       | DEVELOCIMENT OWNED DI ENGINETONING LEGGON  |                     |  |  |  |
|                  | 3,356,969   |   |  |                     |  |  |  |
|                  | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES |   |  |                     |  |  |  |
| 10               | 10 CERTAIN SH                                     |   | ERTAIN SHARES (See Instructions)   |                     |  |  |  |
|                  |   |   |  |                     |  |  |  |
| 11               | PERCENT   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |  |                     |  |  |  |
| 11               | 5.9%  | 5.00%   |  |                     |  |  |  |
|                  |   | EPORTING P  | PERSON (See Instructions)  |                     |  |  |  |
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|                  | IN  |   |  |                     |  |  |  |

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|        | NAMES OF                                | REPORTIN   | G PERSONS   |              |  |  |
|--------|---|--|---|--------------|--|--|
| 1      |   |  |   |              |  |  |
|        | Michael G. Linn                         |  |   |              |  |  |
|        | CHECK TH                                | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) |   |              |  |  |
|        |   |  | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as | (b) 🗆**      |  |  |
| 2      |   |  | which is 5.9% of the class of securities. The reporting person on this cover p        |              |  |  |
|        |   |  | beneficial owner only of the securities reported by it on this cover page.            | <i>g</i> -,, |  |  |
|        |   |  |   |              |  |  |
| 3      | SEC USE O                               | NLY  |   |              |  |  |
|        | CITIZENCI                               | IID OD DI A  | CE OF ORGANIZATION  |              |  |  |
| 4      | CITIZENSI                               | IIP UK PLA   | LE OF ORGANIZATION  |              |  |  |
| -      | United State                            | es   |   |              |  |  |
|        | •                                       |  | SOLE VOTING POWER   |              |  |  |
| NUMI   | BER OF                                  | 5  |   |              |  |  |
| CII    | ADEC                                    |  | -0-   |              |  |  |
| _      | ARES<br>CICIALLY                        | 6  | SHARED VOTING POWER   |              |  |  |
|        | NED BY                                  | <b>o</b>   | 3,356,969   |              |  |  |
|        |   |  | SOLE DISPOSITIVE POWER  |              |  |  |
| EA     | ACH                                     | 7  |   |              |  |  |
| DEDC   | ORTING                                  |  | -0-   |              |  |  |
| _      | ON WITH                                 | 8  | SHARED DISPOSITIVE POWER  |              |  |  |
| 1 2100 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | U  | 3,356,969   |              |  |  |
|        | AGGREGA                                 | TE AMOUN'  | Γ BENEFICIALLY OWNED BY EACH REPORTING PERSON   |              |  |  |
| 9      |   |  |   |              |  |  |
|        | 3,356,969                               | THE ACCE   | COATE AMOVINE BY DOME (A) EVICE VIDEO   |              |  |  |
| 10     |   |  | EGATE AMOUNT IN ROW (9) EXCLUDES Instructions)  |              |  |  |
| 10     | CERTAIN                                 | onance (Sec  | instructions)   |              |  |  |
|        | PERCENT                                 | OF CLASS R   | EPRESENTED BY AMOUNT IN ROW (9)   |              |  |  |
| 11     |   | ` '  |   |              |  |  |
|        | 5.9%                                    | EDOD   | DEDCOM/G. A   |              |  |  |
| 12     | TYPE OF R                               | EPORTING   | PERSON (See Instructions)   |              |  |  |
| 12     | IN                                      |  |   |              |  |  |
|        | 1                                       |  |   |              |  |  |

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|                                      | NAMES OF REPORTING PERSONS |                |  |                     |  |  |  |
|--------------------------------------|----------------------------|----------------|--|---------------------|--|--|--|
| 1                                    | Daiiy A Datel              |                |  |                     |  |  |  |
|                                      |                            | Rajiv A. Patel |  |                     |  |  |  |
|                                      | CHECK TH                   | IE APPROPR     | IATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) □               |  |  |  |
|                                      |                            |                | ** The reporting persons making this filing hold an aggregate of 2 256 969 Shares (as  | (b) ⊠**             |  |  |  |
| 2                                    |                            | 7              | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as which is 5.9% of the class of securities. The reporting person on this cover p |                     |  |  |  |
|                                      |                            |                | beneficial owner only of the securities reported by it on this cover page.   | page, nowever, is a |  |  |  |
|                                      |                            |                | beneficial owner only of the securities reported by it on this cover page.   |                     |  |  |  |
|                                      | SEC USE ONLY               |                |  |                     |  |  |  |
| 3                                    | 520 052 0                  |                |  |                     |  |  |  |
|                                      | CITIZENSI                  | HIP OR PLAC    | E OF ORGANIZATION  |                     |  |  |  |
| 4                                    |                            |                |  |                     |  |  |  |
|                                      | United State               | es             |  |                     |  |  |  |
|                                      |                            |                | SOLE VOTING POWER  |                     |  |  |  |
| NUMI                                 | BER OF                     | 5              |  |                     |  |  |  |
|                                      |                            |                | -0-  |                     |  |  |  |
|                                      | ARES                       |                | SHARED VOTING POWER  |                     |  |  |  |
|                                      | ICIALLY                    | 6              |  |                     |  |  |  |
| OWN                                  | ED BY                      |                | 3,356,969  |                     |  |  |  |
|                                      |                            |                | SOLE DISPOSITIVE POWER   |                     |  |  |  |
| EA                                   | ACH                        | 7              |  |                     |  |  |  |
| DEDO                                 | DTING                      |                | -0-  |                     |  |  |  |
| _                                    | ORTING<br>ON WITH          |                | SHARED DISPOSITIVE POWER   |                     |  |  |  |
| PERSO                                | N WIII                     | 8              | D DEC 000  |                     |  |  |  |
|                                      | ACCRECA                    | TEL AMOUNT     | 3,356,969  |                     |  |  |  |
| 9                                    | AGGREGA                    | TE AMOUNT      | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |  |
| 9                                    | 3,356,969                  |                |  |                     |  |  |  |
|                                      |                            | THE ACCDE      | GATE AMOUNT IN ROW (9) EXCLUDES  |                     |  |  |  |
| 10                                   |                            |                |  |                     |  |  |  |
| 10 CERTAIN SHARES (See Instructions) |                            |                | instructions)  |                     |  |  |  |
|                                      | PERCENT                    | OF CLASS RI    | EPRESENTED BY AMOUNT IN ROW (9)  | -                   |  |  |  |
| 11                                   | LICENT                     | or childer     | THE DETINIOUNT INTO W (0)  |                     |  |  |  |
|                                      | 5.9%                       |                |  |                     |  |  |  |
|                                      |                            | EPORTING I     | PERSON (See Instructions)  |                     |  |  |  |
| 12                                   |                            |                |  |                     |  |  |  |
|                                      | IN                         |                |  |                     |  |  |  |

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|       | NAMES OF               | REPORTIN   | G PERSONS  |   |  |  |
|-------|------------------------|--|--|---|--|--|
| 1     | Thomas G. Roberts, Jr. |  |  |   |  |  |
|       |                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) |  |   |  |  |
|       |                        |  |  | (b) ⊠**                                 |  |  |
| 2     |                        |  | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as which is 5.9% of the class of securities. The reporting person on this cover p | defined in Item 2),<br>age_bowever_is_a |  |  |
|       |                        |  | beneficial owner only of the securities reported by it on this cover page.   | uge, nowever, is u                      |  |  |
|       | SEC USE O              | NLY  |  |   |  |  |
| 3     |                        |  |  |   |  |  |
|       | CITIZENSI              | HIP OR PLA   | CE OF ORGANIZATION   |   |  |  |
| 4     | United State           | es.  |  |   |  |  |
|       |                        |  | SOLE VOTING POWER  |   |  |  |
| NUM   | BER OF                 | 5  |  |   |  |  |
| SH    | ARES                   |  | -0-<br>SHARED VOTING POWER   |   |  |  |
| _     | FICIALLY               | 6  | STARLE VOTENOTOWER   |   |  |  |
| OWN   | NED BY                 |  | 3,356,969  |   |  |  |
| E.    | ACH 7                  |  | SOLE DISPOSITIVE POWER   |   |  |  |
|       | 1011                   | ,  | -0-  |   |  |  |
|       | ORTING                 |  | SHARED DISPOSITIVE POWER   |   |  |  |
| PERSO | ON WITH                | 8  | 2.250.000  |   |  |  |
|       | AGGREGA                | TE AMOUN'  | 3,356,969<br>F BENEFICIALLY OWNED BY EACH REPORTING PERSON   |   |  |  |
| 9     |                        |  |  |   |  |  |
|       | 3,356,969              |  |  |   |  |  |
| 10    |                        |  | EGATE AMOUNT IN ROW (9) EXCLUDES Instructions)   |   |  |  |
|       | SERVINI                | CERTAIN SHARES (See Instructions)  |  |   |  |  |
|       | PERCENT                | OF CLASS R   | EPRESENTED BY AMOUNT IN ROW (9)  |   |  |  |
| 11    | 5.9%                   | 5.0%   |  |   |  |  |
|       |                        | EPORTING   | PERSON (See Instructions)  |   |  |  |
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|       | IN                     |  |  |   |  |  |

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|        | NAMES OF REPORTING PERSONS          |             |  |                     |  |  |  |
|--------|-------------------------------------|-------------|--|---------------------|--|--|--|
| 1      | William Seybold                     |             |  |                     |  |  |  |
|        |                                     |             | IATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) 🗆               |  |  |  |
|        |                                     |             |  | (b) ⊠**             |  |  |  |
| 2      |                                     | *           | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as which is 5.9% of the class of securities. The reporting person on this cover |                     |  |  |  |
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| 3      | SEC USE O                           | NLY         |  |                     |  |  |  |
|        | CITIZENSI                           | HIP OR PLAC | CE OF ORGANIZATION   |                     |  |  |  |
| 4      |                                     |             |  |                     |  |  |  |
|        | United State                        | es          | COLE VOZBIO DOMED  |                     |  |  |  |
| NUMI   | BER OF                              | 5           | SOLE VOTING POWER  |                     |  |  |  |
| 110111 | DER OF                              |             | -0-  |                     |  |  |  |
| _      | ARES                                | _           | SHARED VOTING POWER  |                     |  |  |  |
|        | ICIALLY<br>ED BY                    | 6           | 3,356,969  |                     |  |  |  |
| OWI    | EDDI                                |             | SOLE DISPOSITIVE POWER   |                     |  |  |  |
| EA     | ACH                                 | 7           | 0022 2101 00111 : = = = : : :===   |                     |  |  |  |
| DEDC   | ADDING.                             |             | -0-  |                     |  |  |  |
|        | ORTING<br>ON WITH                   | 8           | SHARED DISPOSITIVE POWER   |                     |  |  |  |
| 12100  | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | 0           | 3,356,969  |                     |  |  |  |
|        | AGGREGA                             | TE AMOUNT   | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                     |  |  |  |
| 9      | 3,356,969                           |             |  |                     |  |  |  |
|        |                                     | THE AGGRE   | GATE AMOUNT IN ROW (9) EXCLUDES  |                     |  |  |  |
| 10     |                                     |             |  |                     |  |  |  |
|        | PEDCENIE                            | OF OLACC D  | EDDECENTED DY AMOUNT IN DOM (0)  |                     |  |  |  |
| 11     | PERCENT                             | OF CLASS RI | EPRESENTED BY AMOUNT IN ROW (9)  |                     |  |  |  |
|        | 5.9%                                |             |  |                     |  |  |  |
|        | TYPE OF F                           | REPORTING 1 | PERSON (See Instructions)  |                     |  |  |  |
| 12     | IN                                  |             |  |                     |  |  |  |
|        | 111                                 |             |  |                     |  |  |  |

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|       | NAMES OF  | REPORTING   | G PERSONS  |         |  |  |  |
|-------|---|---|--|---------|--|--|--|
| 1     | Andrew J. M. Spokes   |   |  |         |  |  |  |
|       |   |   | IATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) 🗆   |  |  |  |
|       |   |   | 11 11 (W 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1   | (b) ⊠** |  |  |  |
| 2     |   | •   | ** The reporting persons making this filing hold an aggregate of 3,356,969 Sh which is 5.9% of the class of securities. The reporting person on this |         |  |  |  |
|       |   |   | beneficial owner only of the securities reported by it on this cover page.   |         |  |  |  |
|       | SEC HSE O   | ATT X/  |  | _       |  |  |  |
| 3     | SEC USE O   | INLY  |  |         |  |  |  |
|       | CITIZENSI   | HIP OR PLAC                                       | CE OF ORGANIZATION   |         |  |  |  |
| 4     | United Vine   | rdom.   |  |         |  |  |  |
|       | United King   | 340111  | SOLE VOTING POWER  |         |  |  |  |
| NUMI  | BER OF  | 5   |  |         |  |  |  |
| CII   | ARES  |   | -0-<br>SHARED VOTING POWER   | _       |  |  |  |
| _     | ICIALLY   | 6   | SHARED VOTING POWER  |         |  |  |  |
| OWN   | ED BY   |   | 3,356,969  |         |  |  |  |
| E/    | ACH   | 7   | SOLE DISPOSITIVE POWER   |         |  |  |  |
| Er    | CII   | ,   | -0-  |         |  |  |  |
|       | ORTING  |   | SHARED DISPOSITIVE POWER   |         |  |  |  |
| PERSO | N WITH  | 8   | 3,356,969  |         |  |  |  |
|       | AGGREGA   | TE AMOUNT   | SENEFICIALLY OWNED BY EACH REPORTING PERSON  |         |  |  |  |
| 9     |   |   |  |         |  |  |  |
|       | 3,356,969 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES |   |  |         |  |  |  |
| 10    |   | SHARES (See                                       |  |         |  |  |  |
|       |   |   |  |         |  |  |  |
| 11    | PERCENT   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |  |         |  |  |  |
|       | 5.9%  | 5.9%  |  |         |  |  |  |
| 40    | TYPE OF R   | REPORTING 1                                       | PERSON (See Instructions)  |         |  |  |  |
| 12    | IN  |   |  |         |  |  |  |
| 1     | 1   |   |  |         |  |  |  |

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|           | NAMES OF REPORTING PERSONS |                |  |         |  |  |
|-----------|----------------------------|----------------|--|---------|--|--|
| 1         | John R. Wa                 | rren           |  |         |  |  |
|           |                            |                | IATE BOX IF A MEMBER OF A GROUP (See Instructions)   | (a) 🗆   |  |  |
|           |                            |                | ** The reporting persons making this filing hold an aggregate of 3 356 969 Shares (as  | (b) ⊠** |  |  |
| 2         |                            | 4              | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as which is 5.9% of the class of securities. The reporting person on this cover |         |  |  |
|           |                            |                | beneficial owner only of the securities reported by it on this cover page.   | puge,,  |  |  |
|           | SEC USE O                  | ANT W          |  |         |  |  |
| 3         | SEC USE O                  | INLY           |  |         |  |  |
|           | CITIZENSI                  | HIP OR PLAC    | E OF ORGANIZATION  |         |  |  |
| 4         | United State               | ne             |  |         |  |  |
|           | United State               | 25             | SOLE VOTING POWER  |         |  |  |
| NUMI      | BER OF                     | 5              |  |         |  |  |
| SH        | ARES                       |                | -0-<br>SHARED VOTING POWER   |         |  |  |
|           | ICIALLY                    | 6              | SHARED VOTING FOWER  |         |  |  |
| OWN       | NED BY                     |                | 3,356,969  |         |  |  |
| E.        | ACH                        | 7              | SOLE DISPOSITIVE POWER   |         |  |  |
| <u>.,</u> | 1CII                       | ,              | -0-  |         |  |  |
|           | ORTING                     | _              | SHARED DISPOSITIVE POWER   |         |  |  |
| PERSU     | ON WITH                    | 8              | 3,356,969  |         |  |  |
|           | AGGREGA                    | L<br>TE AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON  |         |  |  |
| 9         | 2 2 2 2 2 2 2              |                |  |         |  |  |
|           | 3,356,969<br>CHECK IF      | THE AGGRE      | GATE AMOUNT IN ROW (9) EXCLUDES  |         |  |  |
| 10        |                            | SHARES (See    |  |         |  |  |
|           |                            |                |  |         |  |  |
| 11        | PERCENT                    | OF CLASS RI    | EPRESENTED BY AMOUNT IN ROW (9)  |         |  |  |
|           | 5.9%                       |                |  |         |  |  |
| 12        | TYPE OF R                  | REPORTING 1    | PERSON (See Instructions)  |         |  |  |
| 12        | IN                         |                |  |         |  |  |

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|              | NAMES OF REPORTING PERSONS  |               |                                 |  |  |
|--------------|---|---------------|---------------------------------|--|--|
| 1            |   |               |                                 |  |  |
|              | Mark C. Wehrly  |               |                                 |  |  |
|              | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □   |               |                                 |  |  |
| 2            | (b) ⊠**   |               |                                 |  |  |
|              | ** The reporting persons making this filing hold an aggregate of 3,356,969 Shares (as de  |               |                                 |  |  |
|              | which is 5.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. |               |                                 |  |  |
|              | beneficial owner only of the securities reported by it on this cover page.  |               |                                 |  |  |
| 3            | SEC USE ONLY  |               |                                 |  |  |
|              |   |               |                                 |  |  |
|              | CITIZENSHIP OR PLACE OF ORGANIZATION  |               |                                 |  |  |
| 4            |   |               |                                 |  |  |
|              | United State  | United States |                                 |  |  |
| NIT IN       | IBER OF   | 5             | SOLE VOTING POWER               |  |  |
| NUM          | IBER OF   | ER OF 3       | -0-                             |  |  |
| SHARES       |   |               | SHARED VOTING POWER             |  |  |
| BENEFICIALLY |   | 6             |                                 |  |  |
| OW           | OWNED BY  |               | 3,356,969                       |  |  |
| EACH         |   |               | SOLE DISPOSITIVE POWER          |  |  |
|              |   | 7             |                                 |  |  |
| DED          | ORTING  |               | -0-<br>SHARED DISPOSITIVE POWER |  |  |
| PERSON WITH  |   | 8             | SHARED DISPOSITIVE POWER        |  |  |
|              |   | U             | 3,356,969                       |  |  |
|              | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |               |                                 |  |  |
| 9            |   |               |                                 |  |  |
|              | 3,356,969   |               |                                 |  |  |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)   |               |                                 |  |  |
|              | CERTAIN SHARES (See Instructions)   |               |                                 |  |  |
|              | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |               |                                 |  |  |
| 11           |   |               |                                 |  |  |
|              | 5.9%  |               |                                 |  |  |
| 12           | TYPE OF REPORTING PERSON (See Instructions)   |               |                                 |  |  |
|              | INI   |               |                                 |  |  |
|              | IN  |               |                                 |  |  |

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#### Item 1. Issuer

(a) <u>Name of Issuer</u>:

Caribou Biosciences, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

2929 7<sup>th</sup> Street, Suite 105 Berkeley, California 94710

### Item 2. Identity and Background

### Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of common stock, par value \$0.0001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 142038108.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

#### ZIIIHH LLC

(i) Zone III Healthcare Holdings, LLC, a Delaware limited liability company ("ZIIIHH LLC"), with respect to the Shares held by it.

### The Farallon Funds

- (ii) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it:
- (v) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (vi) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;
- (vii) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("<u>FCOI II</u>"), with respect to the Shares held by it;

- (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("<u>F5MI</u>"), with respect to the Shares held by it; and
- (ix) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, F5MI and FCAMI are together referred to herein as the "Farallon Funds."

### The Management Company

(x) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), which is the manager of ZIIIHH LLC, with respect to the Shares held by ZIIIHH LLC.

### The Farallon General Partner

(xi) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and (ii) the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

### The FCIP V General Partner

(xii) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "<u>FCIP V General Partner</u>"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

### The F5MI General Partner

(xiii) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "<u>F5MI General Partner</u>"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

#### The Farallon Individual Reporting Persons

(xiv) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Management Company and the Farallon General Partner, and a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, with respect to the Shares held by ZIIIHH LLC and the Farallon Funds: Philip D. Dreyfuss ("Dreyfuss"); Michael B. Fisch ("Fisch"); Richard B. Fried ("Fried"); David T. Kim ("Kim"); Michael G. Linn ("Linn"); Rajiv A. Patel ("Patel"); Thomas G. Roberts, Jr. ("Roberts"); William Seybold ("Seybold"); Andrew J. M. Spokes ("Spokes"); John R. Warren ("Warren"); and Mark C. Wehrly ("Wehrly").

Dreyfuss, Fisch, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of ZIIIHH LLC, the Farallon Funds, the Management Company, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) \_\_(k):

Not applicable.

### Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for ZIIIHH LLC are held directly by ZIIIHH LLC. The Shares reported hereby for the respective Farallon Funds are held directly by the respective Farallon Funds. The Management Company, as the manager of ZIIIHH LLC, may be deemed to be a beneficial owner of such Shares held by ZIIIHH LLC. The Farallon General Partner, as the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and as the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of such Shares held by the Farallon Funds other than F5MI. The FCIP V General Partner, as the general partner of FCIP V, may be deemed to be a beneficial owner of such Shares held by FCIP V. The F5MI General Partner, as the general partner of F5MI, may be deemed to be a beneficial owner of such Shares held by F5MI. Each of the Farallon Individual Reporting Persons, as a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of such Shares held by ZIIIHH LLC and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

#### <u>Item 5</u>. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be a beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

# <u>Item 7.</u> <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>

Not applicable.

### <u>Item 8</u>. <u>Identification and Classification of Members of the Group</u>

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

### Item 9. Notice of Dissolution of Group

Not applicable.

### Item 10 . Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2021

#### /s/ Michael B. Fisch

FARALLON CAPITAL MANAGEMENT, L.L.C.,

On its own behalf and

As the Manager of

ZONE III HEALTHCARE HOLDINGS, LLC

By Michael B. Fisch, Managing Member

### /s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By Michael B. Fisch, Managing Member

### /s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By Michael B. Fisch, Manager

### /s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By Michael B. Fisch, Manager

### /s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Richard B. Fried, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Dreyfuss, Fried, Kim, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly authorizing Fisch to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the Securities and Exchange Commission on February 13, 2020 by such Reporting Persons with respect to the Common Stock of Broadmark Realty Capital Inc., are hereby incorporated herein by reference.

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

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# JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: August 3, 2021

#### /s/ Michael B. Fisch

FARALLON CAPITAL MANAGEMENT, L.L.C., On its own behalf and As the Manager of ZONE III HEALTHCARE HOLDINGS, LLC By Michael B. Fisch, Managing Member

### /s/ Michael B. Fisch

FARALLON PARTNERS, L.L.C.,
On its own behalf and
As the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and
FARALLON CAPITAL (AM) INVESTORS, L.P.
By Michael B. Fisch, Managing Member

#### /s/ Michael B. Fisch

FARALLON INSTITUTIONAL (GP) V, L.L.C., On its own behalf and As the General Partner of FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P. By Michael B. Fisch, Manager

### /s/ Michael B. Fisch

FARALLON F5 (GP), L.L.C., On its own behalf and As the General Partner of FARALLON CAPITAL F5 MASTER I, L.P.

By Michael B. Fisch, Manager

#### /s/ Michael B. Fisch

Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Richard B. Fried, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly