

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Parker Craig C</u>  (Last) (First) (Middle) C/O SURROZEN, INC. 171 OYSTER POINT BLVD., SUITE 400  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Surrozen, Inc./DE [ SRZN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$10.77	10/10/2022		D		35,987		02/01/2021 <sup>(2)</sup>	02/22/2031	Common Stock	35,987	(1)	0	D	
Option (right to buy)	\$10.25	10/10/2022		D		2,065		08/12/2022 <sup>(4)</sup>	08/12/2031	Common Stock	2,065	(3)	0	D	
Option (right to buy)	\$10.25	10/10/2022		D		181,270		08/12/2022 <sup>(4)</sup>	08/12/2031	Common Stock	181,270	(3)	0	D	
Option (right to buy)	\$10.77	10/10/2022		D		315,310		02/01/2021 <sup>(2)</sup>	02/22/2031	Common Stock	315,310	(1)	0	D	
Option (right to buy)	\$2.16	10/10/2022		A		35,987		02/01/2021	02/22/2031	Common Stock	35,987	\$0	35,987	D	
Option (right to buy)	\$2.16	10/10/2022		A		315,310		02/01/2021	02/22/2031	Common Stock	315,310	\$0	315,310	D	
Option (right to buy)	\$2.16	10/10/2022		A		181,270		08/12/2022	08/12/2031	Common Stock	181,270	\$0	181,270	D	
Option (right to buy)	\$2.16	10/10/2022		A		2,065		08/12/2022	08/12/2031	Common Stock	2,065	\$0	2,065	D	

**Explanation of Responses:**

- The reporting person agreed to cancellation of an option granted to him on 2/23/2021, in exchange for a new option having a lower exercise price.
- The shares subject to the options vest and become exercisable in a series of 48 equal monthly installments beginning on 2/1/2021, subject to the reporting person's continued employment through the applicable vesting date.
- The reporting person agreed to cancellation of an option granted to him on 8/12/2021, in exchange for a new option having a lower exercise price.
- Twenty-five percent of the shares subject to the Stock Option vests on 8/12/2022, and the remainder vests in 36 equal monthly installments thereafter for the following three years.

**Remarks:**

/s/Sheela Mohan-Peterson,  
Attorney-in-fact for Craig Parker 10/12/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.