

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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*<br><u>Parker Craig C</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Surrozen, Inc./DE [ SRZN ]</u>   |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/04/2024</u>  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| <u>C/O SURROZEN, INC.</u>   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |   |  |  |
| <u>171 OYSTER POINT BLVD., SUITE 400</u>                          |         |          | Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |   |  |  |
| (Street)  | (State) | (Zip)    |  |  |  |   |  |  |
| <u>SOUTH SAN FRANCISCO CA 94080</u>                               |         |          |  |  |  |   |  |  |

**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 |   |  |   |
| Common Stock                    | 04/04/2024                           |  | P                              |   | 1,474   | A          | (I)   | 1,474   | D  |   |

**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 |
| Series A Common Stock Warrant (right to buy) | \$16.96  | 04/04/2024                           |  | P                              |   | 1,474  |     | 04/04/2024   | 04/04/2029      | Common Stock  | 1,474                                      | (I)  | 1,474   | D  |       |
| Series B Common Stock Warrant (right to buy) | \$15.71  | 04/04/2024                           |  | P                              |   | 1,603  |     | 04/04/2024   | (2)             | Common Stock  | 1,603                                      | (I)  | 1,603   | D  |       |
| Series C Common Stock Warrant (right to buy) | \$16   | 04/04/2024                           |  | P                              |   | 5,712  |     | (3)  | (3)             | Common Stock  | 5,712                                      | (I)  | 5,712   | D  |       |
| Series D Common Stock Warrant (right to buy) | \$16   | 04/04/2024                           |  | P                              |   | 5,712  |     | (4)  | (4)             | Common Stock  | 5,712                                      | (I)  | 5,712   | D  |       |

**Explanation of Responses:**

- On April 4, 2024, the reporting person acquired shares in a private placement by the Issuer pursuant to the terms of a Securities Purchase Agreement, dated as of April 1, 2024, by and among the Issuer and certain institutional investors and members of management, at a purchase price of \$16.96 per share, which amount includes \$1.25 for the accompanying common stock warrants.
- The warrant expires on the fifth trading day following the occurrence of the Series B Milestone Event (as defined in the Series B Common Stock Warrant). In the event the Series B Milestone Event has not occurred prior to the fifth anniversary of the issuance date of the warrant, the warrant will automatically terminate on such anniversary date.
- The warrant is exercisable for 30 days after the earlier of (i) the occurrence of the Series C Milestone Event (as defined in the Series C Common Stock Warrant) and (ii) a Fundamental Transaction (as defined in the Series C Common Stock Warrant).
- The warrant is exercisable for 30 days after the earlier of (i) the occurrence of the Series D Milestone Event (as defined in the Series D Common Stock Warrant) and (ii) a Fundamental Transaction (as defined in the Series D Common Stock Warrant).

**Remarks:**

/s/Charles Williams, Attorney-in-Fact for Craig C Parker 04/08/2024

\*\* 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.**