

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Ocko Matthew</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Zymergen Inc. [ZY]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/26/2021</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 270 UNIVERSITY AVENUE (Street) <u>PALO ALTO CA 94301</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 04/26/2021 | | C | | 210,450 | A | (1) | 210,450 | I | See footnote ⁽³⁾ | |
| Common Stock | 04/26/2021 | | C | | 2,936,283 | A | (1) | 2,936,283 | I | See footnote ⁽⁴⁾ | |
| Common Stock | 04/26/2021 | | C | | 2,014,506 | A | (1) | 2,224,956 | I | See footnote ⁽³⁾ | |
| Common Stock | 04/26/2021 | | C | | 1,687,050 | A | (2) | 4,623,333 | I | See footnote ⁽⁴⁾ | |
| Common Stock | 04/26/2021 | | C | | 294,401 | A | (1) | 4,917,734 | I | See footnote ⁽⁴⁾ | |
| Common Stock | 04/26/2021 | | C | | 223,945 | A | (1) | 2,448,901 | I | See footnote ⁽³⁾ | |

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 | | | | | |
| Series A Preferred Stock ⁽¹⁾ | (1) | 04/26/2021 | | C | | 210,450 | (1) | (1) | Common Stock | 210,450 | \$0 | 0 | I | See footnote ⁽³⁾ |
| Series A Preferred Stock ⁽¹⁾ | (1) | 04/26/2021 | | C | | 2,936,283 | (1) | (1) | Common Stock | 2,936,283 | \$0 | 0 | I | See footnote ⁽⁴⁾ |
| Series A-1 Preferred Stock ⁽¹⁾ | (1) | 04/26/2021 | | C | | 2,014,506 | (1) | (1) | Common Stock | 2,014,506 | \$0 | 0 | I | See footnote ⁽³⁾ |
| Series B Preferred Stock ⁽²⁾ | (2) | 04/26/2021 | | C | | 1,684,397 | (2) | (2) | Common Stock | 1,687,050 | \$0 | 0 | I | See footnote ⁽⁴⁾ |
| Series C Preferred Stock ⁽¹⁾ | (1) | 04/26/2021 | | C | | 294,401 | (1) | (1) | Common Stock | 294,401 | \$0 | 0 | I | See footnote ⁽⁴⁾ |
| Series D Preferred Stock ⁽¹⁾ | (1) | 04/26/2021 | | C | | 223,945 | (1) | (1) | Common Stock | 223,945 | \$0 | 0 | I | See footnote ⁽³⁾ |

Explanation of Responses:

- Each share of Series A, Series A-1, Series C and Series D Preferred Stock converted automatically into one share of the Issuer's common stock for no additional consideration upon the completion of the Issuer's initial public offering and has no expiration date.
- Each share of Series B Preferred Stock converted automatically into 1.0015 shares of the Issuer's common stock for no additional consideration upon the completion of the Issuer's initial public offering and has no expiration date.
- Represents shares held of record by Data Collective II, L.P. ("DCVC II"). Data Collective II GP, LLC ("DCVC II GP") is the general partner of DCVC II and has sole voting and dispositive power with regard to the shares held by DCVC II. The Reporting Person is a managing member of DCVC II GP and shares voting and dispositive power with respect to the shares held by DCVC II. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of such shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares, except to the extent of his indirect pecuniary interest therein, if any.
- Represents shares held of record by DCVC Opportunity Fund, L.P. ("DCVC Opportunity Fund"). DCVC Opportunity Fund GP, LLC ("DCVC Opportunity Fund GP") is the general partner of DCVC Opportunity Fund and has sole voting and dispositive power with regard to the shares held by DCVC Opportunity Fund. The Reporting Person is a managing member of DCVC Opportunity Fund GP and shares voting and dispositive power with respect to the shares held by DCVC Opportunity Fund. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of such shares and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares, except to the extent of his indirect pecuniary interest therein, if any.

[for Matthew Ocko](#)

** 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.