
Securities and Exchange Commission
Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to § 240.13d-2**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

CELULARITY INC.

(Name of Issuer)

Class A Common Stock, \$0.0001 par value

(Title of Class of Securities)

151190105

(CUSIP Number)

September 29, 2023

(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).

1 Names of Reporting Persons

Sorrento Therapeutics, Inc.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

5,050,427

6 Shared Voting Power

0

Number of Shares
Beneficially Owned by
Each Reporting Person
With

7 Sole Dispositive Power

5,050,427

8 Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,050,427

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

2.6%

12 Type of Reporting Person

CO

ITEM 1. (a) Name of Issuer:

Celularity Inc. (the "Issuer").

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

170 Park Avenue
Florham Park, NJ 07932

ITEM 2. (a) Name of Person Filing:

This statement is filed on behalf of Sorrento Therapeutics, Inc. (the "Reporting Person").

(b) Address or Principal Business Office:

The business address of the Reporting Person is 4955 Directors Place; San Diego, CA 92121; USA.

(c) Citizenship:

The Reporting Person is organized under the laws of the state of Delaware.

(d) Title of Class of Securities:

Class A Common stock, par value \$0.0001 per share ("Class A Common Stock").

(e) CUSIP Number:

151190105

ITEM 3.

Not applicable.

ITEM 4. Ownership.

The ownership information below represents beneficial ownership of shares of Class A Common Stock as of October 5, 2023, based upon 190,948,190 shares of Class A Common Stock outstanding as of August 10, 2023, as disclosed in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2023.

(a) Amount beneficially owned:

5,050,427

(b) Percent of class: 2.6%**(c) Number of shares as to which the person has:**

- (i) Sole power to vote or to direct the vote: 5,050,427
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 5,050,427
- (iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5. 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 the Reporting Person have ceased to be the 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.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

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.

SIGNATURE

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

Date: October 5, 2023

Sorrento Therapeutics, Inc.

By: /s/ /Mohsin Y. Meghji

Name: Mohsin Y. Meghji

Title: Chief Restructuring Officer
