

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

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

1. Name and Address of Reporting Person* <u>Sorrento Therapeutics, Inc.</u> (Last) (First) (Middle) 4955 DIRECTORS PLACE (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Celularity Inc [CELU]</u> 3. Date of Earliest Transaction (Month/Day/Year) 09/29/2023 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <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.		

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			
Class A Common Stock	09/29/2023		S		9,064,539	D	(1)(2)	11,357,585	D	
Class A Common Stock	10/05/2023		S		6,307,158	D	(1)(2)	5,050,427	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On September 29, 2023, the Reporting Person and Dr. Robert J. Hariri, M.D., Ph. D., ("Purchaser") entered into that certain Stock Purchase Agreement (the "SPA") pursuant to which the Purchaser agreed (i) to acquire on the date of the signing of the SPA, 9,064,539 shares of Class A common stock ("Celularity Common Shares") of Celularity Inc. ("Celularity") for an aggregate amount in cash equal to \$1.5 million, payable on such initial closing date, and (ii) to acquire, no later than October 4, 2023, the remaining 11,357,585 Celularity Common Shares owned by the Reporting Person for an aggregate amount in cash equal to seventy percent of the 5-Day VWAP of the Celularity Common Shares calculated as of such subsequent closing date.

2. Pursuant to the terms of the SPA, the Purchaser paid Sorrento \$1.5 million on September 29, 2023. In connection with the transaction described in clause (ii) of footnote 1 above, the Purchaser paid Sorrento \$1.0 million on October 5, 2023, as consideration for the transfer of 6,307,158 Celularity Common Shares; however, the transfer of the remaining 5,050,427 Celularity Common Shares in exchange for the \$0.8 million of consideration remaining to be paid pursuant to the SPA has not yet been consummated as of the date hereof.

By: /s/ Mohsin Y. Meghji
Chief Restructuring Officer of 10/05/2023
Sorrento Therapeutics, Inc.

** 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.