

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

---

**Comera Life Sciences Holdings, Inc.**

(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

20037C108  
(CUSIP Number)

Charles Cherington  
c/o Ara Partners  
5300 Memorial Drive, Suite 500  
Houston, Texas 77007  
(713) 817-5702

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 31, 2023  
(Date of Event Which Requires Filing of This Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

---

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

---

\*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 disclosures provided in a prior cover page.

The information required on 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 Charles Cherington		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 13,989,554(1)	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 13,989,554(1)	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,989,554(1)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.45%(2)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

- (1) Consists of (a) 5,813,650 shares of Common Stock and 6,621,160 shares underlying Warrants held directly by Charles Cherington, (b) 1,268,761 shares of Common Stock held by Cherington Holdings LLC, (c) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Benjamin P. Cherington, (d) 95,327 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Cyrus B. Cherington, and (e) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Henry S. Cherington.
- (2) Calculated based on (i) 27,175,945 shares of Common Stock outstanding prior to the Subsequent Closing (as defined below), as disclosed in the Company's Quarterly Report on Form 10-Q filed with the SEC on August 10, 2023, plus (ii) 3,561,851 shares of Common Stock issued in the Subsequent Closing and (iii) 6,621,160 shares of Common Stock underlying Warrants held by the Reporting Person that are exercisable within 60 days, which are deemed outstanding pursuant to SEC Rule 13-3(d)(1)(i).

## Explanatory Statement

This Amendment No. 3 (this "Amendment No. 3") amends and supplements the Schedule 13D (the "Original Schedule 13D") filed by the Reporting Person on September 13, 2022, as amended by Amendment No. 1 thereto filed on January 6, 2023 ("Amendment No. 1") and Amendment No. 2 thereto filed on August 28, 2023 ("Amendment No. 2") (the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2 and this Amendment No. 3 are collectively referred to herein as the "Schedule 13D"). Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Original Schedule 13D as amended by Amendment No. 1 and Amendment No. 2.

### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

As previously reported on Amendment No. 2, on July 31, 2023, Comera Life Sciences Holdings, Inc. (the "Company" or the "Issuer") entered into a securities purchase agreement (the "Purchase Agreement") with certain purchasers, including the Reporting Person (collectively, the "Purchasers"), pursuant to which the Company agreed to issue and sell to the Purchasers in a private placement (the "Private Placement") an aggregate of 7,960,867 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock") at a purchase price of \$0.51125 per Share, and accompanying warrants (the "Warrants") to purchase up to 19,902,191 shares of Common Stock (the "Warrant Shares") at an exercise price of \$0.6135 per Warrant Share, for an aggregate purchase price of approximately \$4.1 million. For purposes of complying with Listing Rules 5635(b) and 5635(d) of The Nasdaq Stock Market LLC, the Private Placement took place in two separate closings. The first closing took place on July 31, 2023, while the subsequent closing (the "Subsequent Closing") was conditioned on, along with other customary conditions, receipt of stockholder approval of the Private Placement.

The Company held an annual meeting of its stockholders for the purpose of obtaining such stockholder approval on August 31, 2023. Each of the Purchasers had agreed to vote all shares of voting capital stock of the Company owned thereby (other than shares acquired at the initial closing of the Private Placement on July 31, 2023) in favor of the approval of the Private Placement. At the annual meeting, the majority of the votes cast approved the Private Placement and the Subsequent Closing will take place on or about September 8, 2023. The Company sold an aggregate of 3,561,851 Shares and accompanying Warrants to purchase up to 8,904,641 Shares in the Subsequent Closing. In connection with the Subsequent Closing, the Reporting Person will acquire 2,053,789 Shares and 5,134,474 Warrants for an aggregate purchase price of \$1,050,000, using personal funds

The Warrants issued in the Subsequent Closing are immediately exercisable, will expire five (5) years from their date of issuance and are subject to customary adjustments.

As a result of the stockholder approval on August 31, 2023, the beneficial ownership limitations on all of the Reporting Person's warrants, including warrants issued in a prior private placement on January 2, 2023, have been removed. The Reporting Person currently holds warrants to purchase an aggregate of up to 8,821,648 shares of Common Stock, of which 6,621,160 are immediately exercisable. The remaining warrants will become exercisable on February 1, 2024.

Pursuant to a registration rights agreement entered into with the Purchasers on July 31, 2023 (the "Registration Rights Agreement"), the Company filed a registration statement with the Securities and Exchange Commission (the "SEC") covering resales of the Shares and Warrant Shares by the Purchasers on August 29, 2023, and pursuant to the Registration Rights Agreement the Company has agreed to use its best efforts to have such registration statement declared effective as promptly as possible thereafter. The Company will bear all expenses of such registration of the resale of the Shares and the Warrant Shares.

The foregoing descriptions of the Purchase Agreement, the Warrants, and the Registration Rights Agreement do not purport to be complete and are qualified in their entirety by reference to Exhibits 3, 4 and 5 hereto, respectively.

### Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) of the Schedule 13D is hereby amended and restated as follows:

(a)-(b) The information contained on the cover page to this Schedule 13D and as set forth or incorporated in Items 2, 3, 4 and 6 hereof is incorporated by reference.

Upon consummation of the Subsequent Closing on or about September 8, 2023, the Reporting Person may be deemed to beneficially own an aggregate of 13,989,554 shares of Common Stock, consisting of (a) 5,813,650 shares of Common Stock and 6,621,160 shares underlying Warrants held directly by Charles Cherington, (b) 1,268,761 shares of Common Stock held by Cherington Holdings LLC, (c) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Benjamin P. Cherington, (d) 95,327 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Cyrus B. Cherington, and (e) 95,328 shares of Common Stock held by Ashley S. Pettus 2012 Irrevocable Trust FBO Henry S. Cherington. The 7,368,394 shares of Common Stock and 6,621,160 shares underlying Warrants beneficially owned by the Reporting Person represents approximately 37.45% of the outstanding Common Stock of the Issuer, based on (i) 27,175,945 shares of Common Stock outstanding prior to the Subsequent Closing, as disclosed in the Company's Quarterly Report on Form 10-Q filed with the SEC on August 10, 2023, plus (ii) 3,561,851 shares of Common Stock issued in the Subsequent Closing and (iii) 6,621,160 shares of Common Stock underlying Warrants held by the Reporting Person that are exercisable within 60 days, which are deemed outstanding pursuant to SEC Rule 13-3(d)(1)(i).

(c) Except as set forth in this Schedule 13D with reference to the Private Placement, the Reporting Person has not engaged in any transactions during the past 60 days in any Issuer Common Stock.

**Item 7. Materials to be Filed as Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
6	Securities Purchase Agreement, dated July 31, 2023, by and among the Company and the Purchasers defined therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on August 1, 2023).
7	Form of Common Stock Warrant (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on August 1, 2023).
8	Registration Rights Agreement dated July 31, 2023, by and among Comera Life Sciences Holdings, Inc. and the Purchasers defined therein (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on August 1, 2023).

---

CUSIP No. 20037C108

**SIGNATURES**

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.

Dated: September 7, 2023

/s/ Charles Cherington

Charles Cherington

---