

OMB APPROVAL	
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).

1. Name and Address of Reporting Person* <u>Cherington Charles</u> (Last) (First) (Middle) <u>C/O ARA PARTNERS</u> <u>200 BERKELEY STREET, 26TH FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Comera Life Sciences Holdings, Inc. [CMRA]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
12.0% Senior Secured Convertible Notes	\$0.055	12/29/2023		P ⁽¹⁾		\$567,900		12/29/2023	12/29/2024	Common Stock	10,325,454	\$567,900	\$567,900	D	
Warrants to Purchase Common Stock	\$0.055	12/29/2023		P ⁽¹⁾		20,650,908		12/29/2023	12/29/2028	Common Stock	20,650,908	\$0 ⁽¹⁾	20,650,908	D	
Series A Convertible Perpetual Preferred Stock	\$12.56	12/27/2023		P ⁽²⁾		3,895.53		12/27/2023	(3)	Common Stock	310,153	\$500,000	3,895.53	I	By LLC ⁽⁴⁾

Explanation of Responses:

- The reporting person entered into a Securities Purchase Agreement with the Issuer on December 29, 2023, pursuant to which the reporting person acquired (i) \$567,900 principal amount of the Issuer's 12.0% Senior Secured Convertible Notes (the "Notes") and (ii) 20,650,908 warrants, each exercisable to purchase one share of the Company's common stock, par value \$0.0001 per share ("Common Stock"), at an exercise price of \$0.055 per share (the "Warrants"), representing 200% of the number of shares of Common Stock issuable upon conversion of the Notes immediately after the issuance thereof.
- The preferred stock was acquired by Comera SPV LLC ("SPV") in a private transaction pursuant to a purchase agreement, dated as of December 27, 2023, with an unaffiliated, institutional investor.
- The preferred stock is perpetual and therefore has no expiration date.
- The reporting person is the General Partner of SPV. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

/s/ Charles Cherington 01/03/2024

** 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.