

OMB APPROVAL	
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**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>NACHTSHEIM JAMI K</u>  (Last) (First) (Middle) <u>C/O CODEX DNA, INC.</u> <u>9535 WAPLES STREET, SUITE 100</u>  (Street) <u>SAN DIEGO CA 92121</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Codex DNA, Inc. [ DNAY ]</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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/09/2022</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

**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	06/09/2022		A		20,630 <sup>(1)</sup>	A	\$0	20,630	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$3.49	06/09/2022		A		30,945		(2)	06/09/2032	Common Stock	30,945	\$0	30,945	D	

**Explanation of Responses:**

- These securities are restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Codex DNA, Inc.'s (the "Issuer") Common Stock. Subject to the Reporting Person's continuing as a Service Provider (as defined in the Issuer's 2021 Sock Incentive Plan) through each such date, one hundred percent (100%) of the RSUs shall vest on the earlier of (i) the one-year anniversary of the Grant Date or (ii) the day prior to the date of the annual meeting of the Issuer's shareholders next following the Grant Date. "Grant Date" shall mean June 9, 2022.
- Subject to the Reporting Person's continuing as a Service Provider (as defined in the Issuer's 2021 Sock Incentive Plan) through each such date, one hundred percent (100%) of the shares subject to the option shall vest on the earlier of (i) the one-year anniversary of the Grant Date or (ii) the day prior to the date of the annual meeting of the Issuer's shareholders next following the Grant Date. "Grant Date" shall mean June 9, 2022.

**Remarks:**

/s/ Jennifer McNealey, as  
Attorney-in-Fact

06/13/2022

\*\* 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.