(Street)

(City)

WILMINGTON

MA

(State)

01887

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

\	D 0	00540
Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Section 16. Form 4 or Form 5 obligations may continue. See							ed pursuant to Section 16(a) of the Securities Exchange Act of 1934													0.5				
					or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol Symbotic Inc. [SYM]									Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner										
						3. Date of Earliest Transaction (Month/Day/Year) 08/02/2022									Officer (give title Other (specify below) below)									
(Street) WILMINGTON MA 01887						4. If Am	nendment, C	of Original Filed (Month/Day/Year)					Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person											
(City)	(5	State)	(Zip)																					
		7	Table I - N	on-D	eriva	tive S	Securitie	s Ac	quire	d, Di	sposed o	of, or Be	neficia	ally (Owned									
1. Title of Security (Instr. 3)			2. Transactio Date (Month/Day/Y		- 1	2A. Deemed Execution Date, if any (Month/Day/Year)				4. Securities Acquired Disposed Of (D) (Instr		. 3, 4 and	1 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Owner Form: D (D) or Ir (I) (Insti	Direct ndirect	Indir Bend Own	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
									Code	v	Amount	(A) (I)	Price		(Instr. 3 and 4)									
Class V-1 Common Stock ⁽¹⁾⁽²⁾			08/	/02/2022				A ⁽¹⁾		2,120,93	36 A	(1)(2	2)	6,362,808 ⁽³⁾		I		By the RBC Millennium Trust ⁽⁴⁾						
Class V-1 Common Stock ⁽¹⁾⁽²⁾			08/	/02/20	22			A ⁽¹⁾		181,94	B1,945 A		2)	545,835(3)) I		By the Jill Cohen Mill Trust ⁽⁵⁾						
Class V-1 Common Stock ⁽¹⁾⁽²⁾			08/02/2022		22			A ⁽¹⁾		3,149,356 A		(1)(2	2)	9,448,070(3)			I B		ouse ⁽⁶⁾					
			Table II				ecurities alls, warr								wned									
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/Ye	ate,	te, 4. Transactio		5. Number of Derivative		6. Date Exercisa Expiration Date (Month/Day/Yea		sable and 7. Title and Amo		d Amount Underlyi	t of 8. Price of Derivative		9. Nun deriva Secur Benefi Owned Follow Repor	tive Owner ties Form cially Direct or Inc ing (I) (In		(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)		able	Expiration Date	Title	Amount Number Shares				action(s)							
Symbotic Holdings Units ⁽¹⁾⁽²⁾	(2)	08/02/2022			A ⁽¹⁾		2,120,936		(2)		(2)	Class A Common Stock	2,120,	936	\$0 ⁽¹⁾	167,9	7,907,377 I			By the RBC Millenniun Trust ⁽⁴⁾				
Symbotic Holdings Units ⁽¹⁾⁽²⁾	(2)	08/02/2022			A ⁽¹⁾		181,945		(2)		(2)	Class A Common Stock	181,9	945	\$0 ⁽¹⁾	14,4	,403,979 I		By the Jill Cohen Mill Trust ⁽⁵⁾					
Symbotic Holdings Units ⁽¹⁾⁽²⁾	(2)	08/02/2022			A ⁽¹⁾		3,149,356		(2)		(2)	Class A Common Stock	3,149,	356	\$ 0 ⁽¹⁾	219,3	9,323,968		By Spouse ⁽⁶⁾					
	nd Address of <u>Janet L</u>	Reporting Person*																						
(Last)	MBOTIC IN	(First) NC., 200 RESEA	(Midd	,																				
(Street) WILMINGTON MA 01887			37																					
(City)		(State)	(Zip)																					
Name and Address of Reporting Person* RBC Millennium Trust																								
(Last)	MBOTIC IN	(First) NC., 200 RESEA	(Midd	,																				

Explanation of Responses:

- 1. Represents Symbotic Holdings Units issued to the Reporting Persons on August 2, 2022 as Earnout Interests following the occurrence of Triggering Event III in connection with the Agreement and Plan of Merger, dated December 12, 2021, by and among the Issuer, Saturn Acquisition (DE) Corp., Warehouse Technologies LLC and Symbotic Holdings LLC ("Symbotic Holdings"), as described in the Issuer's final prospectus filed with the Securities and Exchange Commission on June 1, 2022.
- 2. The term "Symbotic Holdings Units" is used herein to represent limited liability company units of Symbotic Holdings and an equal number of paired shares of Class V-1 Common Stock of the Issuer, which, pursuant to the limited liability company agreement of Symbotic Holdings, are redeemable by the holder on a one-for-one basis for a share of Class A Common Stock of the Issuer, subject to conversion rate adjustments for stock splits, stock dividends, reclassification and other similar transactions, and in accordance with other terms and conditions set forth in Symbotic Holdings' Second Amended and Restated Limited Liability Company Agreement, dated as of June 7, 2022. Upon redemption, the Issuer will cancel the Symbotic Holdings Units and cancel and retire for no consideration the redeemed shares of Class V-1 Common Stock. Shares of Class V-1 Common Stock of the Issuer have no economic rights and each share of Class V-1 Common Stock entitles its holder to 1 vote per share.
- 3. The amount of securities beneficially owned following the reported transactions in Table I does not include shares of other classes of the Issuer's securities held directly or indirectly by the Reporting Person that are reported on preceding Form 4 filings.
- 4. Janet L. Cohen may be considered the beneficial owner of an additional 2,120,936 Symbotic Holding Units issued on August 2, 2022 to the RBC Millennium Trust. Ms. Cohen is a co-trustee and one of the beneficiaries of the RBC Millennium Trust and may be deemed to have shared voting and investment power. Ms. Cohen disclaims beneficial ownership of such securities except to the extent of her pecuniary interest therein.
- 5. Janet L. Cohen may be considered the beneficial owner of an additional 181,945 Symbotic Holding Units issued on August 2, 2022 to the Jill Cohen Mill Trust. Ms. Cohen is a co-trustee of the Jill Cohen Mill Trust, as to which members of Ms. Cohen's immediate family have a pecuniary interest and may be deemed to have shared voting and investment power. Ms. Cohen disclaims beneficial ownership of such securities except to the extent of her pecuniary interest therein.

6. Janet L. Cohen may be considered to have an indirect pecuniary interest in an additional 939,382 Symbotic Holding Units issued on August 2, 2022 to RJJRP Holdings Inc., an additional 2,144,706 Symbotic Holding Units issued on August 2, 2022 to the Richard B. Cohen Revocable Trust (collectively, the "Spousal") Shares") in which Ms. Cohen's spouse has a pecuniary interest. Janet L. Cohen does not have voting or investment control over the Spousal Shares and disclaims beneficial ownership of the Spousal Shares except to the extent that Ms. Cohen may be considered to have an indirect pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are the beneficial owners of the Spousal Shares for purposes of Section 16 of the Exchange Act or for any other purpose.

Remarks:

/s/ Corey Dufresne, Attorney-in-01/06/2023 Fact for Janet L. Cohen

/s/ Corey Dufresne, Attorney-in-Fact for RBC Millennium Trust

01/06/2023

** 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.