

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>Cohen Richard B</u>			2. Issuer Name and Ticker or Trading Symbol <u>Symbolic Inc. [ SYM ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2022</u>			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		
C/O SYMBOTIC INC., 200 RESEARCH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WILMINGTON MA 01887</u>								
(City) (State) (Zip)								

**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 V-1 Common Stock <sup>(1)(2)</sup>	08/02/2022		A <sup>(1)</sup>		939,382	A	(1)(2)	2,818,148 <sup>(3)</sup>	I	By RJRJP Holdings, Inc. <sup>(4)</sup>
Class V-1 Common Stock <sup>(1)(2)</sup>	08/02/2022		A <sup>(1)</sup>		2,144,706	A	(1)(2)	6,434,118 <sup>(3)</sup>	I	By the RBC 2021 4 Year GRAT <sup>(5)</sup>
Class V-1 Common Stock <sup>(1)(2)</sup>	08/02/2022		A <sup>(1)</sup>		65,268	A	(1)(2)	195,804 <sup>(3)</sup>	I	By the Richard B. Cohen Revocable Trust <sup>(5)</sup>
Class V-1 Common Stock <sup>(1)(2)</sup>	08/02/2022		A <sup>(1)</sup>		2,302,881	A	(1)(2)	6,908,643 <sup>(3)</sup>	I	By Spouse <sup>(6)</sup>

**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				
Symbolic Holdings Units <sup>(1)(2)</sup>	(2)	08/02/2022		A <sup>(1)</sup>		939,382		(2)	(2)	Class A Common Stock	939,382	(1)	44,367,748	I	By RJRJP Holdings, Inc. <sup>(4)</sup>
Symbolic Holdings Units <sup>(1)(2)</sup>	(2)	08/02/2022		A <sup>(1)</sup>		2,144,706		(2)	(2)	Class A Common Stock	2,144,706	(1)	169,789,192	I	By the RBC 2021 4 Year GRAT <sup>(5)</sup>
Symbolic Holdings Units <sup>(1)(2)</sup>	(2)	08/02/2022		A <sup>(1)</sup>		65,268		(2)	(2)	Class A Common Stock	65,268	(1)	5,167,028	I	By the Richard B. Cohen Revocable Trust <sup>(5)</sup>
Symbolic Holdings Units <sup>(1)(2)</sup>	(2)	08/02/2022		A <sup>(1)</sup>		2,302,881		(2)	(2)	Class A Common Stock	2,302,881	(1)	182,311,356	I	By Spouse <sup>(6)</sup>

1. Name and Address of Reporting Person* <u>Cohen Richard B</u>		
(Last)	(First)	(Middle)
C/O SYMBOTIC INC., 200 RESEARCH DRIVE		
(Street) <u>WILMINGTON MA 01887</u>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		

[RJJRP Holdings, Inc.](#)

(Last) (First) (Middle)  
[C/O SYMBOTIC INC., 200 RESEARCH DRIVE](#)

(Street)  
[WILMINGTON MA 01887](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person

[RBC 2021 4 Year GRAT](#)

(Last) (First) (Middle)  
[C/O SYMBOTIC INC., 200 RESEARCH DRIVE](#)

(Street)  
[WILMINGTON MA 01887](#)

(City) (State) (Zip)

**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 together 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. Richard B. Cohen may be considered the beneficial owner of an additional 939,382 Symbotic Holdings Units issued on August 2, 2022 to RJJRP Holdings, Inc., of which he is the President and Chief Executive Officer, by virtue of his ownership interests therein. Mr. Cohen disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
5. Richard B. Cohen may be considered the beneficial owner of an additional 2,144,706 Symbotic Holdings Units issued on August 2, 2022 to the RBC 2021 4 Year GRAT and an additional 65,268 Symbotic Holding Units issued on August 2, 2022 to the Richard B. Cohen Revocable Trust, both of which are trusts for which Mr. Cohen is trustee and to which Mr. Cohen is the sole beneficiary. Mr. Cohen disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
6. Richard B. Cohen may be considered to have an indirect pecuniary interest in an additional 2,120,936 Symbotic Holdings Units issued on August 2, 2022 to the RBC Millennium Trust and an additional 181,945 Symbotic Holdings Units issued on August 2, 2022 to the Jill Cohen Mill Trust (together the "Spousal Shares") in which Mr. Cohen's spouse acts as trustee and to which members of Mr. Cohen's immediate family have a pecuniary interest. Richard B. 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 Mr. Cohen may be considered to have an indirect pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the Spousal Shares for purposes of Section 16 or for any other purpose.

**Remarks:**

Board Chair, President and Chief Executive Officer

[/s/ Corey Dufresne, Attorney-in-Fact for Richard B. Cohen](#) 01/06/2023

[/s/ Corey Dufresne, Attorney-in-Fact for RJJRP Holdings, Inc.](#) 01/06/2023

[/s/ Corey Dufresne, Attorney-in-Fact for RBC 2021 4 Year GRAT](#) 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.

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