

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person * <u>Anderson Sterling</u>  (Last) (First) (Middle) <u>C/O AURORA INNOVATION, INC.</u> <u>1654 SMALLMAN ST</u>  (Street) <u>PITTSBURGH PA 15222</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Aurora Innovation, Inc. [ AUR ]</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>02/02/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 A Common Stock	02/02/2023		S <sup>(1)</sup>		49,563	D	\$2.0501 <sup>(2)</sup>	253,497	D	
Class A Common Stock	02/02/2023		C		2,084,042	A	<sup>(3)</sup>	2,337,539	D	
Class A Common Stock	02/03/2023		S <sup>(1)</sup>		93,304	D	\$2.0847 <sup>(4)</sup>	2,244,235	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
Class B Common Stock	<sup>(3)</sup>	02/02/2023		C		2,084,042		<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock	2,084,042	\$0.00	50,545,131 <sup>(5)</sup>	D	
Class B Common Stock	<sup>(3)</sup>							<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock	335		335 <sup>(6)</sup>	I	See Footnote <sup>(7)</sup>

**Explanation of Responses:**

- This transaction was effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2022 (the "Plan"). The Plan was established as part of the investment strategies of the reporting person, which include asset diversification and liquidity over time. Immediately prior to the transactions reported on this Form 4, the reporting person was the beneficial owner of a total of 52,932,568 derivative and non-derivative securities (the "Original Holdings"), which Original Holdings include 52,629,508 shares of Class B common stock, 129,649 shares of Class A common stock, and restricted stock units covering 173,411 shares of Class A common stock. In the event that the maximum number of shares covered by the Plan are sold, the reporting person will continue to beneficially own approximately 85% of the Original Holdings.
- Weighted average price. This transaction was executed in multiple trades at prices ranging from \$2.03 to \$2.105 inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Each share of Class B Common Stock is convertible into an equal number of shares of Class A Common Stock at any time, at the holder's election, and has no expiration date.
- Weighted average price. This transaction was executed in multiple trades at prices ranging from \$2.03 to \$2.145 inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Includes 1,835 shares of Class B Common Stock which were previously reported as held directly by the Anderson 2021 GRAT which were re-registered on July 14, 2022, and are now held directly by the reporting person.
- Excludes 1,835 shares of Class B Common Stock which were previously reported as held directly by the Anderson 2021 GRAT which were re-registered on July 14, 2022, and are now held directly by the reporting person.
- Held by the Anderson 2021 GRAT, of which the reporting person is trustee.

**Remarks:**

/s/ Jessica McBride, Attorney-in-fact for Sterling Anderson      02/06/2023

\*\* 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.