

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Schedule 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 1)\*

**Aurora Innovation, Inc.**

(Name of Issuer)

**Class A Common Stock**  
(Title of Class of Securities)

**051774107**  
(CUSIP Number)

**September 30, 2024**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of Reporting Persons

**SB Investment Advisers (UK) Limited**

2 Check the Appropriate Box if a Member of a Group

(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

**England and Wales**

5 Sole Voting Power

**0**

6 Shared Voting Power

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

**34,086,665**

7 Sole Dispositive Power

**0**

8 Shared Dispositive Power

**34,086,665**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**34,086,665**

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

2.5%

12 Type of Reporting Person

CO

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1 Names of Reporting Persons

SoftBank Vision Fund (AIV M2) L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

0

6 Shared Voting Power

34,086,665

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

7 Sole Dispositive Power

0

8 Shared Dispositive Power

34,086,665

9 Aggregate Amount Beneficially Owned by Each Reporting Person

34,086,665

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

2.5%

12 Type of Reporting Person

PN

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**ITEM 1. (a) Name of Issuer:**

Aurora Innovation, Inc. (the "Issuer").

**(b) Address of Issuer's Principal Executive Offices:**

1654 Smallman St, Pittsburgh, PA 15222

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

SB Investment Advisers (UK) Limited ("SBIA UK")  
SoftBank Vision Fund (AIV M2) L.P. ("AIV M2")

**(b) Address or Principal Business Office:**

The address for SBIA UK is 69 Grosvenor Street, London W1K 3JP, United Kingdom. The address for AIV M2 is 251 Little Falls Drive, Wilmington, DE 19808.

**(c) Citizenship of each Reporting Person is:**

SBIA UK is organized under the laws of England and Wales. AIV M2 is organized under the laws of the State of Delaware.

**(d) Title of Class of Securities:**

Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock").

(e) CUSIP Number:

051774107

ITEM 3.

Not applicable.

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ITEM 4. Ownership.

(a-c)

The ownership information presented below represents beneficial ownership of Class A Common Stock of the Issuer as of September 30, 2024, based upon 1,351,555,176 shares of Class A Common Stock outstanding as of October 23, 2024, based on the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 31, 2024.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
SB Investment Advisers (UK) Limited	34,086,665	2.5%	0	34,086,665	0	34,086,665
SoftBank Vision Fund (AIV M2) L.P.	34,086,665	2.5%	0	34,086,665	0	34,086,665

AIV M2 is the record holder of the securities reported herein.

SBIA UK has been appointed as alternative investment fund manager ("AIFM") of AIV M2. SBIA UK is authorized and regulated by the UK Financial Conduct Authority and is exclusively responsible for making all decisions related to the acquisition, structuring, financing and disposal of AIV M2's investments. As a result of these relationships, each of the Reporting Persons may be deemed to share beneficial ownership of the securities reported herein.

ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following:

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 12, 2024

SB Investment Advisers (UK) Limited

By: /s/ Amanda Sanchez-Barry  
Name: Amanda Sanchez-Barry  
Title: General Counsel

SoftBank Vision Fund (AIV M2) L.P.

By: SB Investment Advisers (UK) Limited, its Manager

By: /s/ Amanda Sanchez-Barry  
Name: Amanda Sanchez-Barry  
Title: General Counsel

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**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99	<a href="#">Joint Filing Agreement (previously filed).</a>

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