

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Aurora Innovation, Inc.

(Name of Issuer)

Class A common stock, par value \$0.00001 per share

(Title of Class of Securities)

051774107

(CUSIP Number)

**Prashanth Mahendra-Rajah
c/o Uber Technologies, Inc., 1725 3rd Street
San Francisco, CA, 94158
415-612-8582**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/13/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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).

SCHEDULE 13D

CUSIP No. 051774107

1	Name of reporting person Uber Technologies, Inc.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 325,973,411.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 325,973,411.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 325,973,411.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 23.0 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Note for Lines (7), (9), and (11) - Consists of 325,973,411 shares of Class A common stock, par value \$0.00001 per share, of Aurora Innovation, Inc.

Note for Line (13) - The percent of class beneficially owned by the Reporting Person was calculated based on 1,418,704,343 shares of Class A common stock outstanding as of May 1, 2025, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the three months ended March 31, 2025.

This statement constitutes Amendment No. 3 to the Schedule 13D relating to the shares of Class A common stock, \$0.00001 par value per share (the "Class A Common Stock"), of Aurora Innovation, Inc. (the "Issuer"), and hereby amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on February 14, 2022 (as amended by Amendment No. 1, filed with the SEC on July 24, 2023, and as further amended by Amendment No. 2, filed with the SEC on May 8, 2024, the "Schedule 13D"). Except as set forth herein, the Schedule 13D as previously filed remains applicable. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Class A common stock, par value \$0.00001 per share

(b) Name of Issuer:

Aurora Innovation, Inc.

(c) Address of Issuer's Principal Executive Offices:

1654 Smallman St., Pittsburgh, PENNSYLVANIA , 15222.

Item 2. Identity and Background

- (a) This Statement is being filed by Uber Technologies, Inc. (the "Reporting Person" or "Uber"), a publicly traded Delaware corporation, because the Reporting Person beneficially owns 325,973,411 shares of Class A Common Stock through Neben Holdings, LLC, a wholly-owned subsidiary of the Reporting Person ("Neben Holdings"). The principal business of the Reporting Person is the operation and continued development of a technology platform that uses a massive network, leading technology, operational excellence and product expertise to power movement from point A to point B. The business address of the Reporting Person is 1725 3rd Street, San Francisco, CA 94158. Set forth on Schedule I filed as Exhibit 99.1 hereto ("Schedule I"), which is incorporated herein by reference, is the name, business address and principal occupation or employment and citizenship of each of the Reporting Person's directors and executive officers.
- (b) See Item 2(a) above.
- (c) See Item 2(a) above.
- (d) During the last five years, neither the Reporting Person nor, to the best knowledge of the Reporting Person, any person named in Schedule I, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, neither the Reporting Person nor, to the best knowledge of the Reporting Person, any person named in Schedule I, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The citizenship of each of the individuals referred to in Schedule I is set forth on Schedule I.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

On May 13, 2025, the Reporting Person entered into a Purchase Agreement (the "Purchase Agreement") with an initial purchaser (the "Initial Purchaser"), providing for the issuance of \$1.0 billion principal amount of 0.0% Exchangeable Senior Notes due 2028 (the "Notes") in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended, and granting the Initial Purchaser an option to purchase up to an additional \$150 million principal amount of the Notes. The sale of the Notes is expected to close on May 20, 2025, subject to customary closing conditions. The expected terms of the Notes are as follows.

The Notes will not bear regular interest, and the principal amount of the Notes will not accrete. The Notes will mature on May 15, 2028, unless earlier exchanged, redeemed or repurchased. The Notes will be exchangeable into cash, or, subject to the satisfaction of certain share delivery conditions, shares of Class A Common Stock, or a combination of cash and shares of Class A Common Stock, at the Reporting Person's election. The exchange rate will initially be 117.6471 shares of Class A Common Stock per \$1,000 principal amount of Notes (equivalent to an initial exchange price of approximately \$8.50 per share of Class A Common Stock). The exchange rate will be subject to adjustment in some events. In addition, following certain corporate events that occur prior to the maturity date or if the Reporting Person delivers a notice of redemption, the Reporting Person will, in certain circumstances, increase the exchange rate for a holder who elects to exchange its Notes in connection with such a corporate event or exchange its Notes called (or deemed called) for redemption during the related redemption period, as the case may be.

In connection with the offering of the Notes, the Reporting Person has agreed to a customary lock-up with the Initial Purchaser related to the Class A Common Stock.

Dara Khosrowshahi, the Reporting Person's Chief Executive Officer, resigned from the Issuer's board of directors effective December 31, 2024.

Item 5. Interest in Securities of the Issuer

- (a) The Reporting Person is the beneficial owner of 325,973,411 shares of Class A Common Stock, which represent approximately 23.0% of the outstanding shares of Class A Common Stock as of May 1, 2025. The percent of Class A Common Stock beneficially owned by the Reporting Person was calculated based on the 1,418,704,343 shares of Class A Common Stock issued and outstanding as of May 1, 2025, as described in the Issuer's Quarterly Report on Form 10-Q for the three months ended March 31, 2025, and does not include any issued and outstanding shares of Class B common stock, \$0.00001 par value per share, of the Issuer, which are convertible into shares of Class A Common Stock. None of the persons named in Schedule I beneficially own any shares of Class A Common Stock.
- (b) The Reporting Person has sole voting and sole dispositive power over an aggregate of 325,973,411 shares of Class A Common Stock.
- (c) Except as otherwise reported herein, the Reporting Person and, to the best knowledge of the Reporting Person, the directors and executive officers of the Reporting Person have not effected any other transactions in the shares of the Issuer during the past 60 days.
- (d) Except as described herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Statement.
- (e) Not applicable.

Item 7. Material to be Filed as Exhibits.

EX-99.1 - Schedule I

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.

Uber Technologies, Inc.

Signature: /s/ Prashanth Mahendra-Rajah

Name/Title: Chief Financial Officer

Date: 05/15/2025

Schedule I**Directors and Executive Officers**

The business address of each director and executive officer is c/o Uber Technologies, Inc., 1725 3rd Street San Francisco, CA 94158. Unless otherwise indicated, each director and executive officer is a citizen of the United States.

NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
Dara Khosrowshahi	Chief Executive Officer and Director of Uber Technologies, Inc.
Prashanth Mahendra-Rajah	Chief Financial Officer of Uber Technologies, Inc.
Tony West	Senior Vice President, Chief Legal Officer and Corporate Secretary of Uber Technologies, Inc.
Nikki Krishnamurthy	Senior Vice President and Chief People Officer of Uber Technologies, Inc.
Jill Hazelbaker	Chief Marketing Officer and Senior Vice President, Public Affairs of Uber Technologies, Inc.
Ronald Sugar	Former Chairman and CEO of Northrop Grumman
Revathi Advaiti	CEO of Flex Ltd.
Turqi Alnowaiser ⁽¹⁾	Deputy Governor and Head of International Investments Division of The Public Investment Fund
Ursula Burns	Co-founder of Integrum Holdings, LP
Robert Eckert	Operating Partner of FFL Partners, LLC
Amanda Ginsberg	Operating Partner of Advent International
John Thain	Founding Partner of Pine Island Capital Partners LLC
David Trujillo	Partner of TPG
Alexander Wynaendts ⁽²⁾	Former CEO and Chairman of Aegon NV

(1) Mr. Alnowaiser is a citizen of the Kingdom of Saudi Arabia

(2) Mr. Wynaendts is a citizen of the Netherlands
