

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>Uber Technologies, Inc</u>			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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2025</u>			
(Street) <u>SAN FRANCISCO CA 94158</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
0% Exch. Sr. Notes due 2028 (obligation to sell)	(1)(2)(3)	05/20/2025		S ⁽¹⁾⁽²⁾ (3)(4)		\$1,150,000,000	(2)(3)	05/15/2028	Class A common stock	157,103,800	\$1,150,000,000	\$1,150,000,000 ⁽¹⁾	D ⁽⁵⁾	

Explanation of Responses:

1. On May 20, 2025, the Reporting Person sold \$1,150,000,000 aggregate principal amount of its 0.0% exchangeable senior notes due 2028 (the "Notes") to an investment bank acting as initial purchaser in a private placement pursuant to Rule 144A. The Notes were issued pursuant to an indenture, dated May 20, 2025 (the "Indenture"), among the Reporting Person, the Reporting Person's indirect wholly owned subsidiary, Neben Holdings, LLC (the "Guarantor"), and a trustee. The Notes will be exchangeable into cash, or, subject to the satisfaction of certain share delivery conditions, shares of Class A common stock of the Issuer, or a combination of cash and shares of Class A common stock of the Issuer, at the Reporting Person's election. The exchange rate will initially be 117.6471 shares of Class A common stock of the Issuer per \$1,000 principal amount of Notes (equivalent to an initial exchange price of approximately \$8.50 per share of Class A common stock of the Issuer).
2. Subject to the terms and conditions described in the Indenture, the Notes are immediately exchangeable. 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.
3. If (i) the Reporting Person undergoes an "Uber fundamental change" (as defined in the Indenture), (ii) the Issuer undergoes an "Aurora fundamental change" (as defined in the Indenture) or (iii) a "share ownership event" (as defined in the Indenture) with respect to the Reporting Person's ownership of the Class A common stock of the Issuer occurs, then, in each case, subject to certain conditions and limited exceptions, holders may require the Reporting Person to repurchase for cash all or any portion of their Notes at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid special interest, if any, to, but excluding, the fundamental change repurchase date.
4. Transaction was reported on Form 8-K filed by the Reporting Person with the Securities and Exchange Commission ("SEC") on May 20, 2025 and Schedule 13D/A filed by the Reporting Person with the SEC on May 22, 2025.
5. Neben Holdings, LLC, a wholly-owned indirect subsidiary of the Reporting Person, is the record holder of the Class A common stock of the Issuer.

/s/ Terra Castaldi, Associate
General Counsel, Corporate Legal 05/22/2025
and Assistant Corporate Secretary.

** 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.