SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL									
OMB Number:	3235-0287								
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1. Name and Address of Reporting Person * Fisher Ossa		ı*	2. Issuer Name and Ticker or Trading Symbol Aurora Innovation, Inc. [AUR]		tionship of Reporting Po all applicable) Director	()	o Issuer 10% Owner				
(Last) (First) (Middle) C/O AURORA INNOVATION, INC. 1654 SMALLMAN STREET		()	- 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2023		Officer (give title below)		(specify				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
(Street) PITTSBURGH	РА	15222	_		Form filed by More t	han One Report	ing 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. Transac Code (In 8)		4. Securities Acc Disposed Of (D)			Securities Beneficially Owned Following Reported	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	 Transaction(s) (Instr. 3 and 4) 		(IIISU. 4)
Class A Common Stock	03/08/2023		Α		2,000,000(1)	Α	\$ <mark>0</mark>	2,000,000	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		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				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	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		Reported Transaction(s) (Instr. 4)		
Stock Options (Right to Buy)		03/08/2023		A		2,000,000 ⁽²⁾		02/20/2024	03/08/2033	Class A Common Stock	2,000,000	\$1.42	2,000,000	D	

Explanation of Responses:

1. Each RSU represents a contingent right to receive one share of Class A Common Stock. One-fourth (1/4) of the RSUs will vest on February 20, 2024, and six and one-quarter percent (6.25%) of the total number of RSUs will vest quarterly thereafter on the Issuer's standard quarterly vesting dates, subject to the reporting person's continued service on each such date.

2. One-fourth (1/4) of the stock options will vest on February 20, 2024, and one forty-eighth (1/48) of the total number of stock options will vest monthly thereafter, subject to the reporting person's continued service on each such date.

Remarks:

Reporting person's title: President

/s/ Jessica McBride, as Attorney-03/09/2023 in-Fact for Ossa Fisher

** 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.