

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

☐ 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.

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> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 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
---	--	---

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	08/14/2023		C		200,000	A	(1)	292,899	D	
Class A Common Stock	08/14/2023		S ⁽²⁾		200,000	D	\$3.5269 ⁽³⁾	92,899	D	
Class A Common Stock	08/15/2023		C		200,000	A	(1)	292,899	D	
Class A Common Stock	08/15/2023		S ⁽²⁾		200,000	D	\$3.671 ⁽⁴⁾	92,899	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	Amount or Number of Shares				
Class B Common Stock	(1)	08/14/2023		C			200,000	(1)	(1)	Class A Common Stock	200,000	\$0	45,850,467	D	
Class B Common Stock	(1)	08/15/2023		C			200,000	(1)	(1)	Class A Common Stock	200,000	\$0	45,650,467	D	

Explanation of Responses:

1. 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.
2. This transaction was effected automatically pursuant to a previously disclosed Rule 10b5-1 trading plan (the "Plan") adopted by the reporting person on September 13, 2022. The Plan was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) in effect at the time of adoption of the Plan. 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 total Class A Common Stock and Class B Common Stock the reporting person beneficially owned immediately prior to the first transactions under the Plan.
3. Weighted average price. This transaction was executed in multiple trades at prices ranging from \$3.480 to \$3.655, 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.
4. Weighted average price. This transaction was executed in multiple trades at prices ranging from \$3.580 to \$3.790, 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.

Remarks:

/s/ Yijun Han, Attorney-in-fact for Sterling Anderson 08/15/2023

** 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.