SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Hoffman Reid	Aurora Innovation, Inc. [AUR]	X Director		10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2024	Officer (give title below)		Other (specify below)
C/O AURORA INNOVATION, INC. 1654 SMALLMAN STREET	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)		X Form filed by One Reporting Person		
PITTSBURGH PA 15222		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			
Class A Common Stock	05/23/2024		A		74,075[1]	A	$0	286,247	D	
Class A Common Stock								1,000,000	I	See Footnote[2]
Class A Common Stock								6,883,086	I	See Footnote[3]
Class A Common Stock								674,719	I	See Footnote[4]
Class A Common Stock								7,014,485	I	See Footnotes[5][6]
Class A Common Stock								389,694	I	See Footnotes[5][7]
Class A Common Stock								389,695	I	See Footnotes[5][8]

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				

Explanation of Responses:

1. The reported securities are represented by restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Class A Common Stock. 100% of the RSUs will vest on the earlier of (i) May 23, 2025 or (ii) the day prior to the date of the Issuer's next annual stockholders meeting following May 23, 2024, in each case, subject to the reporting person's continued service through the applicable vesting date.

2. Reflects securities held by Reprogrammed Interchange LLC ("Reprogrammed"). The reporting person may be deemed a beneficial owner of securities held by Reprogrammed by virtue of his shared control over and indirect pecuniary interest in Reprogrammed. The reporting person disclaims beneficial ownership of the securities held by Reprogrammed, except to the extent of his pecuniary interest therein.

3. Reflects securities held directly by Reinvent Sponsor Y LLC (the "Sponsor"). The reporting person may be deemed a beneficial owner of securities held by the Sponsor by virtue of his shared control over and indirect pecuniary interest in the Sponsor. The reporting person disclaims beneficial ownership of the securities held by the Sponsor, except to the extent of his pecuniary interest therein.

4. Reflects securities held by Programmable Exchange LLC ("Programmable"). The reporting person may be deemed a beneficial owner of securities held by Programmable by virtue of his voting and investment power over such securities. The reporting person disclaims beneficial ownership of the securities held by Programmable, except to the extent of his pecuniary interest therein.

5. Greylock 15 GP LLC ("Greylock LLC") is the general partner of each of Greylock 15 Limited Partnership ("Greylock 15"), Greylock 15 Principals Limited Partnership ("Greylock Principals"), and Greylock 15-A Limited Partnership ("Greylock 15-A"). By virtue of being a managing member of Greylock LLC, the reporting person may be deemed a beneficial owner of the securities held by Greylock 15, Greylock Principals, and Greylock 15-A. The reporting person disclaims beneficial ownership of the securities held by Greylock 15, Greylock Principals, and/or Greylock 15-A, except to the extent of his pecuniary interest therein.

6. Reflects securities held directly by Greylock 15.

7. Reflects securities held directly by Greylock 15-A.

8. Reflects securities held directly by Greylock 15 Principals.

Remarks:

/s/ Yijun Han, Attorney-in-fact for Reid Hoffman   05/24/2024

** Signature of Reporting Person   Date

/s/ Yijun Han, Attorney-in-fact for Reid Hoffman   05/24/2024

** Signature of Reporting Person   Date