

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ 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

1. Name and Address of Reporting Person * <u>PERRY DAVID P</u> (Last) (First) (Middle) <u>C/O BETTER THERAPEUTICS, INC.</u> <u>548 MARKET STREET, #49404</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Better Therapeutics, Inc. [BTTX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2023</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u> 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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Common Stock	07/27/2023		P ⁽¹⁾⁽²⁾		1,233,045	A	\$0.7299	13,030,393	I	By Perry Trust ⁽³⁾
Common Stock								3,636,364	I	By Maule-Ffinch Trust ⁽⁴⁾
Common Stock								293,150	I	By spouse ⁽⁵⁾
Common Stock								21,336	I	By Pensus Limited Trust ⁽⁶⁾
Common Stock								101,536	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On July 25, 2023, the Issuer entered into a Securities Purchase Agreement with certain investors (the "PIPE Investors") in a private placement offering, pursuant to which the PIPE Investors agreed to purchase shares of Issuer common stock for \$0.7299 per share.
2. As one of the PIPE Investors, the David P. Perry 2015 Trust (the "Perry Trust") acquired 1,233,045 shares of Issuer common stock on July 27, 2023 for \$0.7299 per share.
3. These shares are owned directly by the Perry Trust, a ten percent owner of the Issuer, and indirectly by David P. Perry ("Perry") as trustee of the Perry Trust. Perry is an officer, director and ten percent owner of the Issuer.
4. These shares are owned directly by the Georgianna Maule-Ffinch 2015 Trust (the "Maule-Ffinch Trust"), a ten percent owner of the Issuer and indirectly by Perry's spouse, Georgianna Maule-Ffinch ("Maule-Ffinch"), as the sole trustee of the Maule-Ffinch Trust, for the benefit of Maule-Ffinch and her children. Perry disclaims beneficial ownership of these securities, and the filing of this Form 4 is not an admission that Perry is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
5. These shares are owned directly by Maule-Ffinch.
6. These shares are owned directly by Doland R. Leo, Trustee of Pensus Limited Trust dated 06/12/2010 FBO Georgianna Maule-Ffinch (the "Pensus Limited Trust") for the benefit of Maule-Ffinch. Perry disclaims beneficial ownership of these securities, and the filing of this Form 4 is not an admission that Perry is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

Executive Chairman of the Board of Directors

[/s/ Mark Heinen, Attorney-in-Fact for David P. Perry](#) [07/31/2023](#)

[/s/ Mark Heinen, Attorney-in-Fact for David P. Perry 2015 Trust](#) [07/31/2023](#)

** 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.