

☐ 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

|  |  |  |
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| 1. Name and Address of Reporting Person*<br><u>PERRY DAVID P</u><br><br>(Last) (First) (Middle)<br><u>C/O BETTER THERAPEUTICS, INC.</u><br><u>548 MARKET STREET, #49404</u><br><br>(Street)<br><u>SAN FRANCISCO</u> <u>CA</u> <u>94104</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Better Therapeutics, Inc. [ BTTX ]</u>   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>Executive Chairman</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/09/2024</u>  |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
|  | Rule 10b5-1(c) Transaction Indication<br><br><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                    | 02/09/2024                           |  | A <sup>(1)</sup>               |   | 839,895   | A          | \$0.1905 | 2,416,634   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 13,030,393  | I  | By Perry Trust <sup>(2)</sup>                         |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,636,364   | I  | By Maule-Ffinch Trust <sup>(3)</sup>                  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 293,150   | I  | By spouse <sup>(4)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |          | 21,336  | I  | By Pensus Limited Trust <sup>(5)</sup>                |

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 |   |  |  |   |  |

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|--|--|
| 1. Name and Address of Reporting Person*<br><u>PERRY DAVID P</u><br><br>(Last) (First) (Middle)<br><u>C/O BETTER THERAPEUTICS, INC.</u><br><u>548 MARKET STREET, #49404</u><br><br>(Street)<br><u>SAN FRANCISCO</u> <u>CA</u> <u>94104</u><br><br>(City) (State) (Zip) | 1. Name and Address of Reporting Person*<br><u>David P. Perry 2015 Trust</u> |
|--|--|

|                               |         |          |
|-------------------------------|---------|----------|
| (Last)                        | (First) | (Middle) |
| C/O BETTER THERAPEUTICS, INC. |         |          |
| 548 MARKET STREET, #49404     |         |          |
|                               |         |          |
| (Street)                      |         |          |
| SAN FRANCISCO                 | CA      | 94104    |
|                               |         |          |
| (City)                        | (State) | (Zip)    |

Explanation of Responses:

1. On February 9, 2024, the Issuer entered into a Securities Purchase Agreement with David P. Perry ("Perry") in a private placement offering, pursuant to which Perry agreed to purchase shares of Issuer common stock for \$0.1905 per share.
2. These shares are owned directly by the David P. Perry 2015 Trust (the "Perry Trust"), a ten percent owner of the Issuer and of which Perry is trustee. Perry disclaims beneficial ownership of these securities, except to the extent, if any, of his pecuniary interest therein, 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.
3. These shares are owned directly by the Georgianna Maule-Ffinch 2015 Trust (the "Maule-Ffinch Trust") of which Perry's spouse, Georgianna Maule-Ffinch ("Maule-Ffinch"), is sole trustee, 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.
4. These shares are owned directly by Maule-Ffinch.
5. 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.

[/s/ Shoaib Ghias, Attorney-in-Fact for David P. Perry](#) [02/13/2024](#)

[/s/ Shoaib Ghias, Attorney-in-Fact for David P. Perry 2015 Trust](#) [02/13/2024](#)

\*\* 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.