# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 2) \*

Better Therapeutics, Inc.
(Name of Issuer)
Common stock, par value \$0.0001 per share
(Title of Class of Securities)
08773T104
(Cusip Number)
December 31, 2022
(Date of Event which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
S Rule 13d-1(c)
□ Rule 13d-1(d)
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages)
Page 1 of 36 Pages
Exhibit Index Found on Page 35

	NAMES OF REPORTING PERSONS						
1	NAMES OF I	EFORTING F	ERSUNS				
1	Famallan Car	ital Dautnaug	I D				
	Farallon Capital Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
	CHECK THE	APPROPRIAT					
			(a) [ ]				
			(b) [X]**				
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as def						
_			Item 2), which is 3.4% of the class of securities. The reporting person on this cover page,				
		however, is a beneficial owner only of the securities reported by it on this cover page.					
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9	AGGREGATI	E AMOUNT DI	ENEFICIALLI OWNED DI EACH REFORTING FERSON				
9	75,065						
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10			[ ]				
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11	LKCL (1 O	Chios Keri	EDENTED DITRICOTTI IN ROTT (7)				
11	0.3%						
		PORTING PER	RSON (See Instructions)				
12	I II DI KE	TYPE OF REPORTING PERSON (See Instructions)					
14	PN						

Page 2 of 36 Pages

1	NAMES OF REPORTING PERSONS			
1	Farallon Cap	oital Institutio	nal Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [			
3	SEC USE ON	LY		
4	CITIZENSHI California	P OR PLACE (	OF ORGANIZATION	
NUMBE	ER OF	5	SOLE VOTING POWER -0-	
SHARES BEN OWNE	_	6	SHARED VOTING POWER 224,125	
EAC REPORTING	G PERSON	7	SOLE DISPOSITIVE POWER -0-	
WIT		8	SHARED DISPOSITIVE POWER 224,125	
9	224,125	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 224,125		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.9%			
12	TYPE OF RE	TYPE OF REPORTING PERSON (See Instructions)		

Page 3 of 36 Pages

1	NAMES OF R	NAMES OF REPORTING PERSONS			
l	Farallon Cap	oital Institutio	nal Partners II, L.P.		
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONI	X			
4	CITIZENSHII California	OR PLACE O	OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY		5	SOLE VOTING POWER  -0- SHARED VOTING POWER		
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EAC REPORTING		7	-0-		
WIT	ТН	8	SHARED DISPOSITIVE POWER 46,855		
9	46,855	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,855			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%				
12	TYPE OF REPORTING PERSON (See Instructions)				

1	NAMES OF REPORTING PERSONS							
1	Farallon Cap	oital Institutio	onal Partners III, L.P.					
	CHECK THE	APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) [ ]					
		(b) $[X]^{**}$ ** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined						
2		Item 2), which is 3.4% of the class of securities. The reporting person on this cover pa						
		however, is a beneficial owner only of the securities reported by it on this cover page.						
			nowever, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONI	LY						
3								
4	CITIZENSHII	P OR PLACE (	OF ORGANIZATION					
4	Delaware							
			SOLE VOTING POWER					
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			28,310					
9	AGGREGATE	E AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	28,310							
	CHECK IF TI	HE AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SHARES (See Instructions)							
10		[ ]						
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11	0.10/							
	0.1%	DODTING DEL	RSON (See Instructions)					
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14	PN							

Page 5 of 36 Pages

	L							
1	NAMES OF R	REPORTING P	ERSONS					
1	Four Crossings Institutional Partners V, L.P.							
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)								
			(a) [ ]					
			(b) [X]**					
2		** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined i						
		Item 2), which is 3.4% of the class of securities. The reporting person on this cover page,						
			however, is a beneficial owner only of the securities reported by it on this cover page.					
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4	CITIZENSHI	P OR PLACE (	OF ORGANIZATION					
4	Delaware							
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NUMBI	ER OF		-0-					
SHARES BEN	NEFICIALLY	6	SHARED VOTING POWER					
OWNE	ED BY	U	30,730					
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***1	111	8	SIMILED DISTOSTITUE TO WER					
		0	30,730					
0	AGGREGATI	E AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	30,730							
	CHECK IF T		TE AMOUNT IN ROW (9) EXCLUDES					
10	CERTAIN SH	ARES (See Inst	,					
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	PERCENT OF	F CLASS REPI	RESENTED BY AMOUNT IN ROW (9)					
11			· · · · · · · · · · · · · · · · · · ·					
	0.1%	DODEDIO PER	DOON (C. T. ( , , , )					
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14	PN							

1	NAMES OF REPORTING PERSONS			
1	Farallon Cap	ital Offshore	Investors II, L.P.	
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ONI	LY		
4	CITIZENSHII Cayman Isla		OF ORGANIZATION	
NUMBI	ER OF	5	SOLE VOTING POWER -0-	
SHARES BEN OWNE		6	SHARED VOTING POWER 335,071	
EAC REPORTING	G PERSON	7	SOLE DISPOSITIVE POWER -0-	
WIT	ТН	8	SHARED DISPOSITIVE POWER 335,071	
9	335,071	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 335,071		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.4%			
12	TYPE OF REPORTING PERSON (See Instructions) PN			

	NAMES OF REPORTING PERSONS						
1	NAMES OF REPORTING PERSONS						
1	Farallon Capital F5 Master I, L.P.						
	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)				
2		4	(b) [X]**				
2		**	The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in				
			Item 2), which is 3.4% of the class of securities. The reporting person on this cover page,				
			however, is a beneficial owner only of the securities reported by it on this cover page.				
	CEC LICE ON	F X 7	nowever, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ON	LY					
4	CITIZENSHI	P OR PLACE O	FORGANIZATION				
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0 11112	D D I		61,795				
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	Leanne		61,795				
0	AGGREGATI	E AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
9	(1.705						
	61,795						
	CEDTAIN SH	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
10	CERTAINSII	AKES (See Ilist					
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11	PERCENT OF	F CLASS REPR	ESENTED BY AMOUNT IN ROW (9)				
11	0.3%						
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12	I TE OF RE	FUKTING PER	SON (See Instructions)				
12	PN						
I	T 14	rn					

NAMES OF REPORTING PERSONS 1 Farallon Capital (AM) Investors, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b) [X]\*\* \*\* The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in 2 Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 6 OWNED BY SOLE DISPOSITIVE POWER **EACH** 7 REPORTING PERSON SHARED DISPOSITIVE POWER WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) **10** [ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 TYPE OF REPORTING PERSON (See Instructions) 12

1								
4	NAMES OF R	EPORTING P	ERSONS					
1								
		Farallon Partners, L.L.C.						
	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) [ ]					
	(b) [X]**							
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		however, is a beneficial owner only of the securities reported by it on this cover page.						
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7	Delaware							
	•		SOLE VOTING POWER					
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NUMB	ER OF		-0-					
			SHARED VOTING POWER					
SHARES BEN		6						
OWNE	ED BY	· ·	751,761					
EAG	СĦ		SOLE DISPOSITIVE POWER					
Lin		7						
REPORTING	G PERSON	-	-0-					
WI	ГН	_	SHARED DISPOSITIVE POWER					
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		Ü	751,761					
•	AGGREGATI	E AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON					
9								
	751,761							
	CHECK IF TI	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
10	CERTAIN SH	ARES (See Inst						
10								
	DED CENTE C	E CL A CC DEPT	DECENTED BY A MOUNT BY DOW (6)					
11	PERCENT OF	CLASS REPI	RESENTED BY AMOUNT IN ROW (9)					
11	3.2%							
		DODTING DET	RSON (See Instructions)					
12	I I I E OF KE	OKTING PER	ASOTI (See Thisti deliviis)					
14	00							

Page 10 of 36 Pages

1	NAMES OF REPORTING PERSONS				
1	Farallon Institutional (GP) V, L.L.C.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [   (b) [X]**  ** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONI				
4	CITIZENSHII Delaware	P OR PLACE O	OF ORGANIZATION		
NUMBER OF		5	SOLE VOTING POWER  -0- SHARED VOTING POWER		
SHARES BEN OWNE	_	6	30,730		
EAC REPORTING		7	SOLE DISPOSITIVE POWER -0-		
WIT	ТН	8	SHARED DISPOSITIVE POWER 30,730		
9	30,730		NEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%				
12	TYPE OF REPORTING PERSON (See Instructions) OO				

_	NAMES OF RE	ORTING PERSONS		
1	Farallon F5 (GP), L.L.C.			
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ONL			
4	CITIZENSHIP Delaware	R PLACE OF ORGANIZATION		
NUMB SHARES BEN OWNE EAG REPORTING	NEFICIALLY ED BY CH G PERSON TH	5		
9	61,795			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%			
12	TYPE OF REPORTING PERSON (See Instructions) OO			

_	NAMES OF REPORTING PERSONS			
1	Joshua J. Daj	oice		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [			
3	SEC USE ONI	Y		
4	CITIZENSHIF United States		OF ORGANIZATION	
SHARES BEN OWNE EAC REPORTING	NUMBER OF HARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER  -0- SHARED VOTING POWER  813,556  SOLE DISPOSITIVE POWER  -0- SHARED DISPOSITIVE POWER  813,556	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%			
12	TYPE OF REPORTING PERSON (See Instructions)  IN			

	NAMES OF REPORTING PERSONS						
1							
		Philip D. Dreyfuss CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
2	CHECK THE	*	(a) [				
3	SEC USE ONL	Y					
4	CITIZENSHIP United States	OR PLACE (	OF ORGANIZATION				
			SOLE VOTING POWER				
NUMB	ER OF	5	-0-				
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 813,556				
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER -0-				
WI		8	SHARED DISPOSITIVE POWER 813,556				
9	813,556		NEFICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%						
12	TYPE OF REPORTING PERSON (See Instructions) IN						

1	NAMES OF R	EPORTING PE	ERSONS			
1	Hannah E. Dunn					
2		***	E BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [			
3	SEC USE ONI					
4	CITIZENSHII United States		OF ORGANIZATION			
NUMBER OF		5	SOLE VOTING POWER  -0- SHARED VOTING POWER			
SHARES BEN OWNE		6	813,556			
EAC REPORTING	G PERSON	7	SOLE DISPOSITIVE POWER -0-			
WIT		8	SHARED DISPOSITIVE POWER 813,556			
9	813,556		NEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CERTAIN SH	ARES (See Inst	1 1			
11	3.4%		ESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON (See Instructions) IN					

1	NAMES OF R	EPORTING PE	ERSONS			
1	Michael B. Fisch					
2		***	* The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ONI					
4	CITIZENSHII United States		OF ORGANIZATION			
NUMBER OF		5	SOLE VOTING POWER  -0- SHARED VOTING POWER			
SHARES BEN OWNE		6	813,556			
EAC REPORTING	G PERSON	7	SOLE DISPOSITIVE POWER -0-			
WIT		8	SHARED DISPOSITIVE POWER 813,556			
9	813,556		NEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CERTAIN SH	ARES (See Inst				
11	3.4%		ESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON (See Instructions) IN					

1	NAMES OF REPORTING PERSONS					
I	Richard B. Fried					
2		*	* The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ONI	LY				
4	CITIZENSHII United States		OF ORGANIZATION			
NUMBER OF		5	SOLE VOTING POWER -0-			
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 813,556			
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER -0-			
WIT		8	SHARED DISPOSITIVE POWER 813,556			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%					
12	TYPE OF REPORTING PERSON (See Instructions) IN					

Page 17 of 36 Pages

1	NAMES OF REPORTING PERSONS					
1	Varun N. Gehani					
2	CHECK THE	APPROPRIAT	* The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.			
3	SEC USE ONI	X				
4	CITIZENSHIF United States		OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY		5 6	SOLE VOTING POWER  -0- SHARED VOTING POWER  813,556 SOLE DISPOSITIVE POWER			
REPORTING	G PERSON	7	-0-			
WI	ТН	8	SHARED DISPOSITIVE POWER 813,556			
9	813,556		ENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%					
12	TYPE OF REPORTING PERSON (See Instructions) IN					

Page 18 of 36 Pages

İ	NAMES OF RE	PORTING P	FRSONS			
1	111111111111111111111111111111111111111	TAINES OF REFORM TO FERSONS				
1	Nicolas Giauq	Nicolas Giauque				
	CHECK THE A		TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [X]**			
2		** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY	¥				
4	CITIZENSHIP France	OR PLACE (	OF ORGANIZATION			
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REPORTIN	ACH NG PERSON	7	SOLE DISPOSITIVE POWER -0-			
W	ТН	8	SHARED DISPOSITIVE POWER 813,556			
9	813,556	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]					
11	PERCENT OF 6	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%				
12	TYPE OF REPO	TYPE OF REPORTING PERSON (See Instructions)				

Page 19 of 36 Pages

	NAMES OF RE	PORTING P	FRSONS				
1	111111111111111111111111111111111111111	TANALS OF REFORM TERSONS					
1	David T. Kim						
	CHECK THE A	APPROPRIA <sup>*</sup>	TE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [ ]				
	(b) [X]**						
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as						
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2	SEC USE ONL	Y					
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	CITIZENSHIP	OR PLACE	OF ORGANIZATION				
4							
<u> </u>	<b>United States</b>						
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	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON				
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-	813,556						
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10	CEKTAIN SHA	.RES (See 1118)					
10							
<u> </u>	DEDCENT OF	CI ASS DED	RESENTED BY AMOUNT IN ROW (9)				
11	PERCENT OF	CLASS RELL	RESENTED BY AMOUNT IN KOW (2)				
11	3.4%						
	TYPE OF REP	ORTING PE	RSON (See Instructions)				
12		TYPE OF REPORTING PERSON (See Instructions)					
14	IN						

1	NAMES OF REPORTING PERSONS				
1	Michael G. Linn				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [				
3	SEC USE ONI	Y			
4	CITIZENSHIF United States	OR PLACE (	OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY OWNED BY		5	SOLE VOTING POWER -0-		
		6	SHARED VOTING POWER 813,556		
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER -0-		
WIT		8	SHARED DISPOSITIVE POWER 813,556		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.4%				
12	TYPE OF REPORTING PERSON (See Instructions) IN				

1	NAMES OF REPORTING PERSONS				
1	Rajiv A. Patel				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [				
3	SEC USE ONI				
4	CITIZENSHII United States		OF ORGANIZATION		
NUMBER OF		5	SOLE VOTING POWER -0-		
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 813,556		
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER  -0-		
WIT		8	SHARED DISPOSITIVE POWER 813,556		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.4%				
12	TYPE OF REPORTING PERSON (See Instructions) IN				

	NAMES OF R	NAMES OF REPORTING PERSONS						
1	Thomas G. R	Thomas G. Roberts, Jr.						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)								
			(a)					
•		(b) $[X]^{**}$ ** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined						
2		Item 2), which is 3.4% of the class of securities. The reporting person on this cover page.						
		however, is a beneficial owner only of the securities reported by it on this cover page.						
3	SEC USE ONI	X						
4	CITIZENSHII	P OR PLACE (	OF ORGANIZATION					
4	United States	ì						
			SOLE VOTING POWER					
NUME	BER OF	5	-0-					
CHADEC DE	NEFICIALLY		SHARED VOTING POWER					
	ED BY	6	813,556					
EA	СH		SOLE DISPOSITIVE POWER					
REPORTIN	IG PERSON	7	-0-					
	TH THE		SHARED DISPOSITIVE POWER					
		8	813,556					
	AGGREGATE	AMOUNT BE	CNEFICIALLY OWNED BY EACH REPORTING PERSON					
9	813,556							
		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
10	CERTAIN SH	ructions)						
			· ·					
11	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW (9)					
11	3.4%							
10		PORTING PER	SON (See Instructions)					
12	IN							

	NAMES OF R	NAMES OF REPORTING PERSONS					
1							
	Edric C. Saito CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
	CHECK THE	AFFKUFKIAI	(a) [ ]				
	(b) [X]**						
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined						
		Item 2), which is 3.4% of the class of securities. The reporting person on this cover pag					
		however, is a beneficial owner only of the securities reported by it on this cover page.					
2	SEC USE ONI	Y					
3							
4	CITIZENSHIP	OR PLACE O	OF ORGANIZATION				
4	<b>United States</b>						
	<u> </u>	_	SOLE VOTING POWER				
NUMB	5 J		-0-				
	-		SHARED VOTING POWER				
SHARES BEN OWNE		6					
	-		813,556				
EAG	СН	7	SOLE DISPOSITIVE POWER				
REPORTING	G PERSON	,	-0-				
WI	ГН	0	SHARED DISPOSITIVE POWER				
		8	813,556				
	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
9	813,556						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES						
10	CERTAIN SHA	ARES (See Inst	ructions)				
10							
	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW (9)				
11			· ·				
	3.4%	ODTING DED	SON (See Instructions)				
12	I I I E OF KE	OKTING LER	ASOTA (See Thisti detions)				
14	IN						

1		NAMES OF REPORTING PERSONS				
	William Seyb					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [					
3	SEC USE ONL	Y				
4	CITIZENSHIP United States	OR PLACE (	OF ORGANIZATION			
NUMBER OF		5	SOLE VOTING POWER -0-			
	NEFICIALLY ED BY	6	SHARED VOTING POWER 813,556			
EA REPORTIN	CH G PERSON	7	SOLE DISPOSITIVE POWER -0-			
WI	ІТН	8	SHARED DISPOSITIVE POWER 813,556			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]					
11 PERCENT 3.4%			RESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON (See Instructions)					

	NAMES OF RE	EPORTING P	ERSONS					
1								
		Daniel S. Short						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)							
	(a) [ ] (b) [ X ]**							
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined i							
<u> </u>	Item 2), which is 3.4% of the class of securities. The reporting person on this cover page							
	however, is a beneficial owner only of the securities reported by it on this cover page.							
3	SEC USE ONLY							
3								
4	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION						
4	United States							
	e inted states		SOLE VOTING POWER					
		5						
NUMB	ER OF		-0-					
SHARES BEN	NEFICIALLY	6	SHARED VOTING POWER					
OWNI	ED BY	6	813,556					
EA	сн 📙		SOLE DISPOSITIVE POWER					
		7						
REPORTIN			-0- SHARED DISPOSITIVE POWER					
WI	1H	8	SHARED DISPOSITIVE POWER					
		O	813,556					
0	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
9	012 554							
	813,556 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES							
10	CERTAIN SHARES (See Instructions)							
10								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	3.4%							
	TYPE OF REPORTING PERSON (See Instructions)							
12								
	IN							

	NAMES OF REPORTING PERSONS							
1								
		Andrew J. M. Spokes						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]							
	(a) [ ] (b) [ X ]**							
2	** The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in							
2	Item 2), which is 3.4% of the class of securities. The reporting person on this cover page,							
	however, is a beneficial owner only of the securities reported by it on this cover page.							
3	SEC USE ONLY							
	CITIZENSHII	CITIZENSHIP OR PLACE OF ORGANIZATION						
4	CITIZENSIIII ORT LACE OF ORGANIZATION							
-	United Kingdom							
		5	SOLE VOTING POWER					
NUMBE	ER OF	5	-0-					
SHARES BEN	TEELCHALLY		SHARED VOTING POWER					
OWNE		6	813,556					
			SOLE DISPOSITIVE POWER					
EAC	CH	7	JOHN DISTORTIVE TO WER					
REPORTING			-0-					
WIT	ГН	8	SHARED DISPOSITIVE POWER					
		O	813,556					
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
9	813,556							
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES							
10	CERTAIN SHARES (See Instructions)							
10	[ ]							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
11	I ERCENT OF CLASS REFRESENTED BY AMOUNT IN ROW (7)							
	3.4%							
12	TYPE OF REPORTING PERSON (See Instructions)							
	IN							

1	NAMES OF RE	NAMES OF REPORTING PERSONS					
1	John R. Warr	John R. Warren					
2	CHECK THE A		(a) [ ] (b) [X]**  The reporting persons making this filing hold an aggregate of 813,556 Shares (as defined in Item 2), which is 3.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
NUMBER OF		5	SOLE VOTING POWER -0-				
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 813,556				
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER -0-				
W	ТТН	8	SHARED DISPOSITIVE POWER 813,556				
9	813,556						
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]					
11	3.4%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.4%					
12	TYPE OF REPORTING PERSON (See Instructions) IN						

1	NAMES OF REPORTING PERSONS						
1	Mark C. Wehrly						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		5	SOLE VOTING POWER  -0- SHARED VOTING POWER				
		6	813,556				
		7	SOLE DISPOSITIVE POWER -0-				
WIT	8		SHARED DISPOSITIVE POWER 813,556				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 813,556						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.4%						
12	TYPE OF REPORTING PERSON (See Instructions) IN						

Page 29 of 36 Pages

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on November 8, 2021 (together with all prior and current amendments thereto, this "Schedule 13G").

# <u>Item 1</u>. <u>Issuer</u>

(a) Name of Issuer:

Better Therapeutics, Inc. (the "Company")

(b) <u>Address of Issuer's Principal Executive Offices</u>:

548 Market St #49404 San Francisco, CA 94104

# <u>Item 2</u>. <u>Identity and Background</u>

# Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of common stock, par value \$0.0001 per share (the "Shares"), of the Company. The CUSIP number for the Shares is 08773T104.

# Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

# The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("<u>FCP</u>"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("<u>FCIP</u>"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("<u>FCIP III</u>"), with respect to the Shares held by it;
- (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it;
- (vii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("<u>F5MI</u>"), with respect to the Shares held by it; and

(viii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("<u>FCAMI</u>"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, F5MI and FCAMI are together referred to herein as the "Farallon Funds."

# The Farallon General Partner

(ix) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and (ii) the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

# The FCIP V General Partner

(x) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "<u>FCIP V General Partner</u>"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

# The F5MI General Partner

(xi) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "<u>F5MI General Partner</u>"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

# The Farallon Individual Reporting Persons

(xii) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Farallon General Partner, and a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, with respect to the Shares held by the Farallon Funds: Joshua J. Dapice ("Dapice"); Philip D. Dreyfuss ("Dreyfuss"); Hannah E. Dunn ("Dunn"); Michael B. Fisch ("Fisch"); Richard B. Fried ("Fried"); Varun N. Gehani ("Gehani"); Nicolas Giauque ("Giauque"); David T. Kim ("Kim"); Michael G. Linn ("Linn"); Rajiv A. Patel ("Patel"); Thomas G. Roberts, Jr. ("Roberts"); Edric C. Saito ("Saito"); William Seybold ("Seybold"); Daniel S. Short ("Short"); Andrew J. M. Spokes ("Spokes"); John R. Warren ("Warren"); and Mark C. Wehrly ("Wehrly").

Dapice, Dreyfuss, Dunn, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Saito, Seybold, Short, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Giauque and Spokes, is a citizen of the United States. Giauque is a citizen of France. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

# Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the respective Farallon Funds are held directly by the respective Farallon Funds. The Farallon General Partner, as the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and as the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of such Shares held by the Farallon Funds other than F5MI. The FCIP V General Partner, as the general partner of FCIP V, may be deemed to be a beneficial owner of such Shares held by FCIP V. The F5MI General Partner, as the general partner of F5MI, may be deemed to be a beneficial owner of such Shares held by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member or senior managing member, as the case may be, of the Farallon General Partner, and as a manager or senior manager, as the case may be, of the FCIP V General Partner and the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of such Shares held by the Farallon Funds. Each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

# Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be a beneficial owner of more than five percent of the class of securities, check the following: X

<u>Item 6.</u> <u>Ownership of More than Five Percent on Behalf of Another Person</u>

Not applicable.

<u>Item 7.</u> <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>

Not applicable.

# Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

# <u>Item 9</u>. <u>Notice of Dissolution of Group</u>

Not applicable.

# Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Page 33 of 36 Pages

#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2023

# /s/ John R. Warren

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By: John R. Warren, Managing Member

# /s/ John R. Warren

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By: John R. Warren, Manager

# /s/ John R. Warren

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By: John R. Warren, Manager

# /s/ John R. Warren

John R. Warren, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Andrew J. M. Spokes and Mark C. Wehrly

The Powers of Attorney executed by each of Dapice, Dreyfuss, Dunn, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Saito, Seybold, Short, Spokes and Wehrly authorizing Warren to sign and file this Schedule 13G on his or her behalf, which were filed as exhibits to the Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on January 31, 2023 by such Reporting Persons with respect to the Class A Ordinary Shares of ARYA Sciences Acquisition Corp IV, are hereby incorporated by reference.

# EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

Page 35 of 36 Pages

# JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 7, 2023

# /s/ John R. Warren

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By: John R. Warren, Managing Member

#### /s/ John R. Warren

FARALLON INSTITUTIONAL (GP) V, L.L.C.,

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By: John R. Warren, Manager

# /s/ John R. Warren

FARALLON F5 (GP), L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By: John R. Warren, Manager

# /s/ John R. Warren

John R. Warren, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Andrew J. M. Spokes and Mark C. Wehrly