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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001832415

Name of Issuer

Better Therapeutics, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2020

Yet to Be Formed

Previous
Names

None

Mountain Crest Acquisition Corp II

Entity Type

X

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Better Therapeutics, Inc.

Street Address 1

548 MARKET ST. #49404

Street Address 2

City

SAN FRANCISCO

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94104

Phone Number of Issuer

(415) 887-2311

3. Related Persons

Last Name

Karbe

First Name

Frank

Middle Name

Street Address 1

548 Market St. #49404

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94104

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

Perry

First Name

David

Middle Name

Street Address 1

548 Market St. #49404

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94104

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

Berman

First Name

Mark

Middle Name

Street Address 1

548 Market St. #49404

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94104

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wynholds	Kristin	
Street Address 1	Street Address 2	
548 Market St. #49404		
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Heinen	Mark	
Street Address 1	Street Address 2	
548 Market St. #49404		
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carmona	Richard	
Street Address 1	Street Address 2	
c/o Better Therapeutics, Inc.	548 Market St. #49404	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Armanino	Andrew	
Street Address 1	Street Address 2	
c/o Better Therapeutics, Inc.	548 Market St. #49404	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lavizzo-Mourey	Risa	
Street Address 1	Street Address 2	
c/o Better Therapeutics, Inc.	548 Market St. #49404	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Parker	Geoffrey	
Street Address 1	Street Address 2	
c/o Better Therapeutics, Inc.	548 Market St. #49404	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
-----------	------------	-------------

Granger
Street Address 1
c/o Better Therapeutics, Inc.
City
San Francisco

Elder
Street Address 2
548 Market St. #49404
State/Province/Country
CALIFORNIA
ZIP/PostalCode
94104

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input checked="" type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

☒ New Notice

Date of First Sale 2023-04-06

☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

☐ Yes

☒ No

9. Type(s) of Securities Offered (select all that apply)

☒ Equity

☐ Debt

☐ Option, Warrant or Other Right to Acquire Another Security

☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

☐ Pooled Investment Fund Interests

☐ Tenant-in-Common Securities

☐ Mineral Property Securities

☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

☐ Yes

☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Chardan Capital Markets LLC

(Associated) Broker or Dealer ☒ None

None

Street Address 1

17 State Street, Suite 2130

City

New York

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

☐ All States

ARKANSAS

CALIFORNIA

FLORIDA

NEW YORK

Recipient CRD Number

☐ None

120128

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

State/Province/Country

NEW YORK

ZIP/Postal Code

10004

☒ Foreign/non-US

Recipient

Brookline Capital Markets, a division of Arcadia Securities, LLC

(Associated) Broker or Dealer ☒ None

None

Street Address 1

1370 Avenue of the Americas, 29th Floor

City

New York

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

☐ All States

CALIFORNIA

FLORIDA

NEW YORK

Recipient CRD Number

☐ None

44656

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

State/Province/Country

NEW YORK

ZIP/Postal Code

10019

☒ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount

\$6,500,001 USD or ☐ Indefinite

Total Amount Sold

USD

\$6,500,001

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Private placement of shares of common stock at a price of \$0.825 per share.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$325,000 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Better Therapeutics, Inc.	/s/ Frank Karbe	Frank Karbe	Chief Executive Officer	2023-04-21

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.