

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

## OMB APPROVAL

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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>Berman Mark A.</u> <hr/> (Last) (First) (Middle) <u>C/O BETTER THERAPEUTICS,</u> <u>INC.</u> <u>548 MARKET STREET, #49404</u> <hr/> (Street) <u>SAN</u> <u>CA</u> <u>94104</u> <u>FRANCISCO</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/28/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Better Therapeutics, Inc. [ BTX ]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u> <hr/> 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,334 <sup>(1)(2)</sup>	D	
Common Stock	94,753 <sup>(1)(3)(4)</sup>	D	
Common Stock	123,852 <sup>(1)(3)(5)</sup>	D	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy) <sup>(1)(6)</sup>	(7)	04/05/2031	Common Stock	87,741	11.38 <sup>(6)</sup>	D	

## Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated April 6, 2021, as amended (the "Merger Agreement"), by and among Mountain Crest Acquisition Corp. II ("Issuer"), MCAD Merger Sub Inc. ("Merger Sub") and Better Therapeutics, Inc. ("BTX"), on October 28, 2021, Merger Sub merged with and into BTX, with BTX surviving the merger as a wholly-owned subsidiary of Issuer (such merger and the other transactions contemplated by the Merger Agreement, the "Business Combination").

2. At the effective time of the Business Combination (the "Effective Time"), each share of BTX common stock (including shares of BTX common stock resulting from the conversion of BTX preferred stock and BTX Simple Agreements for Future Equity) was converted into a right to receive the number of shares of Issuer common stock equal to the product of the number of shares of BTX common stock and 0.9475 (the "Exchange Ratio"), with fractional shares rounded to the nearest whole share. Issuer subsequently changed its name to Better Therapeutics, Inc.

3. At the Effective Time, each award of BTX restricted stock was converted to an award of restricted Issuer common stock (the "Assumed Award") equal to the product of (i) the number of shares of BTX restricted stock and (ii) the Exchange Ratio. Each Assumed Award will continue to be subject to the terms and conditions set forth in the applicable BTX restricted stock agreement.

4. The Assumed Award vested as to 1/4th of the shares subject to the Assumed Award on December 1, 2016 and the remaining shares vested in 36 equal monthly installments thereafter, provided the Reporting Person continued to have a service relationship with Issuer on each vesting date. The Assumed Award was granted on August 14, 2020.

5. The Assumed Award vests as follows: (i) 5,731 of the total number of shares subject to the BTX restricted stock award vests in 11 equal monthly installments after January 7, 2019 and (ii) 124,980 of the total number of shares subject to the BTX restricted stock award vests in 48 equal monthly installments after January 3, 2020, provided the Reporting Person continues to have a service relationship with Issuer on each vesting date. The Assumed Award was granted on August 14, 2020.

6. At the Effective Time, each BTX stock option was converted to a stock option to purchase the number of shares of Issuer common stock (the "Assumed Option") equal to the product of (i) the number of shares of BTX common stock subject to the BTX stock option and (ii) the Exchange Ratio, and the exercise price per share of the Assumed Option (rounded up to the nearest whole cent) shall be equal to the quotient obtained by dividing (i) the exercise price per share of the BTX stock option by (ii) the Exchange Ratio. Each Assumed Option will continue to be subject to the terms and conditions set forth in the BTX 2020 Stock Option and Grant Plan, as amended.

7. Following the Issuer's filing of Form S-8 to register the shares subject to the Assumed Option, the Assumed Option shall vest in equal monthly installments over 48 months after April 6, 2021, provided the Reporting Person continues to have a service relationship with Issuer on each vesting date. The Assumed Option was granted on April 6, 2021.

## Remarks:

Exhibit 24 - Power of Attorney

/s/ Mark Heinen, Attorney- 11/01/2021  
 in-Fact for Mark A.

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 5 (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.**

## LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Kevin Appelbaum, Mark Heinen and Shoaib Ghias, Esq., signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Better Therapeutics, Inc., a Delaware corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of, or legal counsel to, the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 14, 2021.

/s/ Mark A. Berman

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Mark A. Berman