

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Apeiron Investment Group Ltd.</u> <hr/> (Last) (First) (Middle) 66 & 67, BEATRICE, AMERY STREET <hr/> (Street) SLIEMA O1 SLM1707 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ATAI Life Sciences N.V. [ ATAI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Shares	04/28/2022		P		34,700	A	\$4.4579 <sup>(1)</sup>	1,777,402	I	By Apeiron Presight Capital Fund II, L.P.
Common Shares	04/29/2022		P		21,900	A	\$4.4658 <sup>(2)</sup>	1,799,302	I	By Apeiron Presight Capital Fund II, L.P.

**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	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Apeiron Investment Group Ltd.  


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 (Last) (First) (Middle)  
 66 & 67, BEATRICE, AMERY STREET  


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 (Street)  
 SLIEMA O1 SLM1707  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Angermayer Christian  


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 (Last) (First) (Middle)  
 66 & 67, BEATRICE, AMERY STREET  


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 (Street)  
 SLIEMA O1 SLM1707  


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 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. The common shares were purchased in multiple transactions at prices ranging from \$4.22 to \$4.64 per share. The reporting persons undertake to provide the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

2. The price reported in Column 4 is a weighted average price. The common shares were purchased in multiple transactions at prices ranging from \$4.28 to \$4.66 per share. The reporting persons undertake to provide the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

**Remarks:**

<a href="#"><u>Apeiron Investment Group</u></a>	
<a href="#"><u>Ltd. By: /s/ Julien Hofer,</u></a>	<a href="#"><u>05/02/2022</u></a>
<a href="#"><u>Director</u></a>	
<a href="#"><u>/s/ Christian Angermayer</u></a>	<a href="#"><u>05/02/2022</u></a>
** 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.**