

**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>Apeiron Investment Group Ltd.</u>  (Last) (First) (Middle) 66 & 67, BEATRICE, AMERY STREET  (Street) SLIEMA O1 SLM1707  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/17/2021	3. Issuer Name and Ticker or Trading Symbol <u>ATAI Life Sciences B.V. [ ATAI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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 Shares	19,485,200	I	By Apeiron Investment Group Ltd. <sup>(1)</sup>
Common Shares	1,187,104	I	By Presight II, L.P. <sup>(1)</sup>

**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			
Convertible Notes	(2)	(2)	Common Shares	8,320,000	(3)	I	By Apeiron Investment Group Ltd. <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
Apeiron Investment Group Ltd.  
 (Last) (First) (Middle)  
 66 & 67, BEATRICE, AMERY STREET  
 (Street)  
 SLIEMA O1 SLM1707  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Presight II, LP  
 (Last) (First) (Middle)  
 66 & 67, BEATRICE, AMERY STREET  
 (Street)  
 SLIEMA O1 SLM1707

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Apeiron Investment Group Ltd. is the co-managing member of Presight Capital Management I, LLC, which is the general partner of Presight II, L.P. Therefore, Apeiron Investment Group Ltd. may be deemed to share beneficial ownership of the Common Shares held by Presight II, L.P. Apeiron Investment Group Ltd. is owned and controlled by Christian Angermayer. Mr. Angermayer may be deemed to have beneficial ownership over the shares held by Apeiron Investment Group Ltd. and Presight II, L.P.
2. The Convertible Notes are currently exercisable and will mature on September 30, 2025.
3. The conversion price for the Convertible Notes is Euro 17.00 per share.

**Remarks:**

Exhibit 24 - Power of Attorney.

[Apeiron Investment Group Ltd., By: /s/ Ryan Barrett, 06/17/2021 Attorney-in-fact](#)

[Presight II, L.P., By: Presight Capital Management I, LLC, its general partner, By: Apeiron Investment Group Ltd., its co-managing member, By: /s/ Ryan Barrett, Attorney-in-fact 06/17/2021](#)

\*\* 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 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.**

## POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by ATAI Life Sciences N.V. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
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 Schedule 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange 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 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2021.

APEIRON INVESTMENT GROUP LTD.

Signature:           /s/ Julien Hofer  
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 Print Name:         Julien Hofer  
 Title:                Director

## Schedule A

Individual Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Ryan Barrett
2. Greg Weaver

