

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Auerbach Michael</u> (Last) (First) (Middle) C/O SUBVERSIVE ATAI, LLC, 217 CENTRE STREET, SUITE 122 (Street) NEW YORK NY 10013 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2022	
	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	01/14/2022		j ⁽¹⁾		5,559,808	D	\$0.00	0	I	By Subversive ATAI, LLC ⁽²⁾
Common Shares								4,666 ⁽³⁾	D	
Common Shares								519,642 ⁽⁴⁾	I	By M3 Daat, LLC ⁽⁵⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a pro-rata distribution in-kind by Subversive ATAI LLC for no consideration to its members.
- Mr. Auerbach serves as Managing Member of Subversive ATAI, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Subversive ATAI, LLC.
- The Reporting Person's Form 4 filed on June 24, 2021 inadvertently attributed a purchase of 4,666 Common Shares to Subversive ATAI, LLC. Following the reported transaction, the Reporting Person directly beneficially owned 4,666 Common Shares as reported herein.
- Reflects the acquisition of Common Shares by M3 Daat, LLC in connection with the pro-rata distribution in-kind described in footnote 1 above, which was exempt from reporting pursuant to Rule 16a-13.
- Mr. Auerbach is a member of M3 Daat, LLC and has sole voting and investment power with respect to the shares held by M3 Daat, LLC. Mr. Auerbach disclaims beneficial ownership over the Common Shares held by M3 Daat, LLC, except to the extent of his pecuniary interest.

Remarks:

/s/ Ryan Barrett, Attorney-in-fact 01/19/2022

** 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.