

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Rao Srinivas</u> (Last) (First) (Middle) <u>WALLSTRASSE 16</u> (Street) <u>BERLIN 2M 10179</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/04/2024</u>	
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			

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	Title	Amount or Number of Shares				
Stock Option ⁽¹⁾	\$2.44	10/04/2024		D			1,307,408	(2)	08/20/2025	Common Shares	1,307,408	(2)	0	D	
Stock Option ⁽¹⁾	\$2.44	10/04/2024		D			840,000	(2)	08/20/2025	Common Shares	840,000	(2)	0	D	
Stock Option ⁽¹⁾	\$11.71	10/04/2024		D			709,952	(3)	08/20/2025	Common Shares	709,952	(3)	0	D	
Stock Option ⁽¹⁾	\$2.44	10/04/2024		A		1,307,408		(2)	08/20/2030	Common Shares	1,307,408	(2)	1,307,408	D	
Stock Option ⁽¹⁾	\$2.44	10/04/2024		A		840,000		(2)	08/20/2030	Common Shares	840,000	(2)	840,000	D	
Stock Option ⁽¹⁾	\$11.71	10/04/2024		A		709,952		(3)	08/20/2030	Common Shares	709,952	(3)	709,952	D	

Explanation of Responses:

- No new stock options have been awarded. The transactions reported herein reflect the extension of the expiration date of certain pre-IPO stock options previously awarded subject to performance conditions that were not satisfied at the time of the Issuer's IPO but have subsequently been satisfied to align them with options granted under the Issuer's 2021 Incentive Award Plan, which is consistent with prevailing market practices.
- The stock option is fully vested and currently exercisable.
- The stock option vested as to 25% of the underlying shares on April 29, 2022, and the remaining underlying shares vest in 36 substantially equal monthly installments thereafter.

Remarks:

Co-Founder & Co-Chief Executive Officer

/s/ Ryan Barrett, Attorney-in-fact 10/04/2024

** 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.