SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Rao Srinivas	ATAI Life Sciences N.V. [ATAI]	Director 10% Owner

(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O ATAI LIFE SCIENCES N.V. KRAUSENSTRABE 9-10	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2022	See Remarks

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BERLIN 2M 10117		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	$2.44	03/02/2022		A		1,307,408		(1)	08/20/2025	Common Shares	1,307,408	$0.00	1,307,408	D	
Stock Option	$2.44	03/02/2022		A		840,000		(2)	08/20/2025	Common Shares	840,000	$0.00	840,000	D	
Stock Option	$5.65	03/02/2022		A		519,240		(3)	03/01/2032	Common Shares	519,240	$0.00	519,240	D	

Explanation of Responses:

1. The stock option vests and is exercisable as to 25% of the underlying shares on April 1, 2020, and as to 2.083% of the underlying shares in 36 monthly installments commencing on May 1, 2020.

2. The stock option vests and is exercisable as to 25% of the underlying shares on August 21, 2021, and as to 2.083% of the underlying shares in 36 monthly installments commencing on September 1, 2021.

3. The stock option vests as to 25% of the underlying shares on March 2, 2023 and as to the remaining underlying shares in 36 substantially equal monthly installments thereafter.

Remarks:

Co-Founder & Chief Scientific Officer

/s/ Ryan Barrett, Attorney-in-fact for Srinivas Rao	03/04/2022
** 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.