

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person* <u>Matrix Capital Management Company, LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>Aura Biosciences, Inc. [ AURA ]</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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2021</u>					
1000 WINTER STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>						
(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			
Common Stock, par value \$0.00001 per share ("Common Stock")	11/02/2021		C		2,327,870	A	(1)	2,327,870	I	See footnotes <sup>(2)(3)</sup>
Common Stock	11/02/2021		P		1,785,000	A	\$14	4,112,870	I	See footnotes <sup>(2)(3)</sup>

**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
Series E Convertible Preferred Stock	(1)	11/02/2021		C		2,327,870		(1)	(1)	Common Stock	2,327,870	\$0	0	I	See footnotes <sup>(2)(3)</sup>

1. Name and Address of Reporting Person* <u>Matrix Capital Management Company, LP</u>		
(Last)	(First)	(Middle)
1000 WINTER STREET		
(Street)		
<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>GOEL DAVID E.</u>		
(Last)	(First)	(Middle)
1000 WINTER STREET, SUITE 4500		
(Street)		
<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>
(City)	(State)	(Zip)

**Explanation of Responses:**

- The Series E Convertible Preferred Stock was convertible at any time, at the holder's election on a 1-for-1 basis, and did not have an expiration date. The shares of Series E Convertible Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.
- The securities reported herein are held by Matrix Capital Management Master Fund, LP (the "Matrix Fund"). Matrix Capital Management Company, LP (the "Investment Manager"), a Delaware limited partnership, is the investment advisor to the Matrix Fund. Mr. David E. Goel ("Mr. Goel", and together with the Investment Manager, the "Reporting Persons"), serves as the Managing General Partner of the Investment Manager.
- The filing of this statement shall not be deemed an admission that either of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

Matrix Capital Management Company, LP, by: /s/ David E. Goel, its Managing General Partner 11/04/2021  
/s/ David E. Goel 11/04/2021  
\*\* 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 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.**