

OMB APPROVAL	
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**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>Tingley, Whittemore</u>  (Last) (First) (Middle) C/O TENAYA THERAPEUTICS, INC. 171 OYSTER POINT BLVD., 5TH FLOOR  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tenaya Therapeutics, Inc. [ TNYA ]</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) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</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			
Common Stock <sup>(1)</sup>	02/15/2023 <sup>(2)</sup>		A		35,000	A	\$0.00	35,000 <sup>(3)</sup>	D	
Common Stock <sup>(1)</sup>	02/15/2023 <sup>(4)</sup>		A		45,000	A	\$0.00	80,000 <sup>(5)</sup>	D	

**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 (Right to buy)	\$3.06	02/15/2023		A		205,000		03/15/2023 <sup>(6)</sup>	02/14/2033	Common Stock	205,000	\$0.00	205,000	D	

**Explanation of Responses:**

- Represents shares of Tenaya Therapeutics, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units. Each restricted stock unit is the economic equivalent of one share of Tenaya Therapeutics, Inc. common stock.
- The restricted stock units were granted to the Reporting Person on the Transaction Date pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. The restricted stock units will vest as to 1/8th of the total number of shares subject to the restricted stock unit award on the six month anniversary of the Transaction Date, and 1/8th of the total number of shares subject to the restricted stock unit award every six months thereafter until fully vested.
- Includes 35,000 shares of Tenaya Therapeutics, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- The restricted stock units were granted to the Reporting Person on the Transaction Date pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. The restricted stock units will vest as to 1/4th of the total number of shares subject to the restricted stock unit award on each of August 15, 2023, February 15, 2024, August 15, 2024 and February 15, 2025.
- Includes 80,000 shares of Tenaya Therapeutics, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- Option granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. Option will vest as to 1/48th of the total number of shares subject to the option on the one month anniversary of the Transaction Date and 1/48th of the total number of shares subject to the option on each monthly anniversary thereafter until fully vested.

**Remarks:**

/s/ Jennifer Drimmer Rokovich, 02/17/2023  
Attorney-in-Fact

\*\* 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.