

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>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) <b>Chief Medical Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2025	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	01/24/2025 <sup>(2)</sup>		A		40,000	A	\$0	147,106 <sup>(3)</sup>	D	
Common Stock <sup>(1)</sup>	01/24/2025 <sup>(4)</sup>		A		31,676	A	\$0	178,782 <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)	\$1.21	01/24/2025		A		235,000		02/24/2025 <sup>(6)</sup>	01/23/2035	Common Stock	235,000	\$0	235,000	D	
Stock Option (Right to Buy)	\$9.36	01/24/2025		D		69,982		07/17/2021 <sup>(7)</sup>	06/16/2031	Common Stock	69,982	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	01/24/2025		A		69,982		07/17/2021 <sup>(7)</sup>	06/16/2031	Common Stock	69,982	(8)(9)	69,982	D	
Stock Option (Right to Buy)	\$15.19	01/24/2025		D		141,000		03/15/2022 <sup>(10)</sup>	02/14/2032	Common Stock	141,000	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	01/24/2025		A		141,000		03/15/2022 <sup>(10)</sup>	02/14/2032	Common Stock	141,000	(8)(9)	141,000	D	
Stock Option (Right to Buy)	\$3.06	01/24/2025		D		205,000		03/15/2023 <sup>(11)</sup>	02/14/2033	Common Stock	205,000	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	01/24/2025		A		205,000		03/15/2023 <sup>(11)</sup>	02/14/2033	Common Stock	205,000	(8)(9)	205,000	D	
Stock Option (Right to Buy)	\$5.22	01/24/2025		D		215,000		03/23/2024 <sup>(12)</sup>	02/22/2034	Common Stock	215,000	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	01/24/2025		A		215,000		03/23/2024 <sup>(12)</sup>	02/22/2034	Common Stock	215,000	(8)(9)	215,000	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 August 15, 2025, and 1/8th of the total number of shares subject to the restricted stock unit award every six months thereafter until fully vested.
- Includes 103,750 shares of Tenaya Therapeutics, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.

4. 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 May 15, 2025, and 1/4th of the total number of shares subject to the restricted stock unit award every six months thereafter until fully vested.
5. Includes 135,426 shares of Tenaya Therapeutics, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
6. 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.
7. 1/48th of the shares underlying the option vested on July 17, 2021, and the remaining shares vest in 48 equal monthly installments thereafter.
8. The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") effective on January 24, 2025 (the "Effective Date"). The Option Repricing applies to nonstatutory options with exercise prices equal to or greater than \$3.00 per share held by all continuing employees and certain other service providers of the Issuer as of the Effective Date.
9. Pursuant to the Option Repricing, the exercise price of the repriced options, including the reported option, has been amended to reduce the exercise price to \$1.21 per share, the closing price of the Issuer's common stock on the Effective Date. However, if an option holder exercises a repriced option before the end of a "Retention Period" through which the option holder must remain in service to the Issuer, then the option holder will be required to pay a premium exercise price that is equal to the original exercise price per share of such option. The "Retention Period" begins on the Effective Date of the Option Repricing and ends on the earliest to occur of the following: (i) July 24, 2025 or (ii) a Change in Control, as defined in the Issuer's 2016 Equity Incentive Plan or 2021 Equity Incentive Plan (as applicable). There was no change to the vesting schedules, expiration dates or number of shares underlying the repriced options.
10. 1/48th of the shares underlying the option vested on March 15, 2022, and the remaining shares vest in 48 equal monthly installments thereafter.
11. 1/48th of the shares underlying the option vested on March 15, 2023, and the remaining shares vest in 48 equal monthly installments thereafter.
12. 1/48th of the shares underlying the option vested on March 23, 2024, and the remaining shares vest in 48 equal monthly installments thereafter.

/s/ Jennifer Drimmer Rokovich,      01/28/2025  
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.**