

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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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* <u>Higa Tomohiro</u>  (Last) (First) (Middle) <u>C/O TENAYA THERAPEUTICS, INC.</u> <u>171 OYSTER POINT BLVD., 5TH FLOOR</u>  (Street) <u>SOUTH SAN CA 94080</u> <u>FRANCISCO</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/06/2025</u>	3. Issuer Name and Ticker or Trading Symbol <u>Tenaya Therapeutics, Inc. [ TNYA ]</u>	
		4. 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>SVP, Finance</u>	5. 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	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,484	D	
Common Stock	71,688 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	03/10/2021 <sup>(2)</sup>	03/09/2031	Common Stock	14,531	2.7	D	
Stock Option (Right to Buy)	10/01/2021 <sup>(3)</sup>	08/31/2031	Common Stock	10,000	1.21 <sup>(4)</sup>	D	
Stock Option (Right to Buy)	03/15/2022 <sup>(5)</sup>	02/14/2032	Common Stock	21,500	1.21 <sup>(6)</sup>	D	
Stock Option (Right to Buy)	03/15/2023 <sup>(7)</sup>	02/14/2033	Common Stock	22,500	1.21 <sup>(8)</sup>	D	
Stock Option (Right to Buy)	03/23/2024 <sup>(9)</sup>	02/22/2034	Common Stock	29,750	1.21 <sup>(10)</sup>	D	
Stock Option (Right to Buy)	02/24/2025 <sup>(11)</sup>	01/23/2035	Common Stock	50,000	1.21	D	

**Explanation of Responses:**

- Consists of restricted stock units ("RSUs") granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. Each RSU is the economic equivalent of one share of Tenaya Therapeutics, Inc. common stock. The RSUs will vest on various dates between February 15, 2025 and February 15, 2029, subject to the Reporting Person's continued service through the applicable vesting date.
- Option granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. The option originally granted for a total of 22,499 shares is fully vested.
- Option granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. 8,541 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/48th of the original number of shares subject to the option on the one-month anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Pursuant to a stock option repricing that became effective January 24, 2025 (the "Option Repricing Effective Date"), the exercise price of the option was amended to reduce the exercise price from \$19.23 to \$1.21 per share, the closing price of the Issuer's common stock on the Option Repricing Effective Date. However, if the Reporting Person exercises the repriced option before the end of a "Retention Period" through which the Reporting Person must remain in service to the Issuer, then the Reporting Person 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 Option Repricing Effective Date 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 2021 Equity Incentive Plan.
- Option granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. 15,677 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/48th of the original number of shares subject to the option on the one-month anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

6. Pursuant to a stock option repricing that became effective January 24, 2025 (the "Option Repricing Effective Date"), the exercise price of the option was amended to reduce the exercise price from \$15.19 to \$1.21 per share, the closing price of the Issuer's common stock on the Option Repricing Effective Date. However, if the Reporting Person exercises the repriced option before the end of a "Retention Period" through which the Reporting Person must remain in service to the Issuer, then the Reporting Person 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 Option Repricing Effective Date 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 2021 Equity Incentive Plan.

7. Option granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. 10,781 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/48th of the original number of shares subject to the option on the one-month anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

8. Pursuant to a stock option repricing that became effective January 24, 2025 (the "Option Repricing Effective Date"), the exercise price of the option was amended to reduce the exercise price from \$3.06 to \$1.21 per share, the closing price of the Issuer's common stock on the Option Repricing Effective Date. However, if the Reporting Person exercises the repriced option before the end of a "Retention Period" through which the Reporting Person must remain in service to the Issuer, then the Reporting Person 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 Option Repricing Effective Date 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 2021 Equity Incentive Plan.

9. Option granted pursuant to the Tenaya Therapeutics, Inc. 2021 Equity Incentive Plan. 6,817 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/48th of the original number of shares subject to the option on the one-month anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

10. Pursuant to a stock option repricing that became effective January 24, 2025 (the "Option Repricing Effective Date"), the exercise price of the option was amended to reduce the exercise price from \$5.22 to \$1.21 per share, the closing price of the Issuer's common stock on the Option Repricing Effective Date. However, if the Reporting Person exercises the repriced option before the end of a "Retention Period" through which the Reporting Person must remain in service to the Issuer, then the Reporting Person 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 Option Repricing Effective Date 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 2021 Equity Incentive Plan.

11. 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.

/s/ Jennifer Drimmer  
Rokovich

02/07/2025

\*\* 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 5 (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.**

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Tenaya Therapeutics, Inc. (the "Company"), hereby constitutes and appoints Faraz Ali and Jennifer Drimmer Rokovich, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 6, 2025.

Signature: /s/ Hiro Higa

Print Name: Hiro Higa

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