

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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.

<b>1. Name and Address of Reporting Person*</b> <u>Ali Faraz</u> <hr/> (Last) (First) (Middle) C/O TENAYA THERAPEUTICS, INC. 171 OYSTER POINT BLVD., 5TH FLOOR <hr/> (Street) SOUTH SAN FRANCISCO CA 94080 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Tenaya Therapeutics, Inc. [ TNYA ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/06/2025	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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>	02/06/2025 <sup>(2)</sup>		A		107,500	A	\$0	295,831 <sup>(3)</sup>	D	
Common Stock <sup>(1)</sup>	02/06/2025 <sup>(4)</sup>		A		34,424	A	\$0	330,255 <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	02/06/2025		A		650,000		03/06/2025 <sup>(6)</sup>	03/05/2035	Common Stock	650,000	\$0	650,000	D	
Stock Option (Right to Buy)	\$5.64	02/06/2025		D		353,271		03/27/2021 <sup>(7)</sup>	02/26/2031	Common Stock	353,271	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	02/06/2025		A		353,271		03/27/2021 <sup>(7)</sup>	02/26/2031	Common Stock	353,271	(8)(9)	353,271	D	
Stock Option (Right to Buy)	\$9.36	02/06/2025		D		161,214		07/17/2021 <sup>(10)</sup>	06/16/2031	Common Stock	161,214	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	02/06/2025		A		161,214		07/17/2021 <sup>(10)</sup>	06/16/2031	Common Stock	161,214	(8)(9)	161,214	D	
Stock Option (Right to Buy)	\$15.19	02/06/2025		D		401,390		03/15/2022 <sup>(11)</sup>	02/14/2032	Common Stock	401,390	(8)(9)	0	D	
Stock Option (Right to Buy)	\$1.21	02/06/2025		A		401,390		03/15/2022 <sup>(11)</sup>	02/14/2032	Common Stock	401,390	(8)(9)	401,390	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 260,000 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 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.
- Includes 294,424 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.
- The shares underlying the option are fully vested and exercisable.
- The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") effective on February 6, 2025 (the "Effective Date"). The Option Repricing applies to nonstatutory options with exercise prices greater than \$5.25 per share held by Reporting Person 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. However, if the Reporting Person exercises a repriced option before the end of a "Retention Period" that 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 2021 Equity Incentive Plan, 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. 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 July 17, 2021, and the remaining shares vest in 48 equal monthly installments thereafter.

11. 1/48th of the shares underlying the option vested on March 15, 2022, and the remaining shares vest in 48 equal monthly installments thereafter.

/s/ Jennifer Drimmer Rokovich,      02/07/2025  
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.

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