

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

1. Name and Address of Reporting Person* <u>KHANDROS IGOR Y</u> (Last) (First) (Middle) <u>C/O BERKELEY LIGHTS, INC.</u> <u>5858 HORTON STREET, SUITE 320</u> (Street) <u>EMERYVILLE CA 94608</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Berkeley Lights, Inc. [BLI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2021</u>	
	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

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	08/31/2021		s ⁽¹⁾		34,600	D	\$35.1269 ⁽²⁾	9,101,698	I	See footnote ⁽⁷⁾
Common Stock	08/31/2021		s ⁽¹⁾		2,900	D	\$36.6879 ⁽³⁾	9,098,798	I	See Footnote ⁽⁷⁾
Common Stock	09/02/2021		s ⁽¹⁾		22,731	D	\$35.5679 ⁽⁴⁾	9,076,067	I	See Footnote ⁽⁷⁾
Common Stock	09/02/2021		s ⁽¹⁾		11,869	D	\$36.6991 ⁽⁵⁾	9,064,198	I	See Footnote ⁽⁷⁾
Common Stock	09/02/2021		s ⁽¹⁾		2,900	D	\$37.1683 ⁽⁶⁾	9,061,298	I	See Footnote ⁽⁷⁾

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Amount or Number of Shares				

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, which will sell up to 2,000,000 shares amounting to less than 25% of Dr. Khandros total beneficially owned shares, in regular sales of 37,500 shares.
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.85. The reporting person undertakes to provide Berkeley Lights, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$36.19 to \$37.03. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$35.06 to \$36.05. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$36.06 to \$37.05. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$37.08 to \$37.31. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Consists of (i) 8,858,384 shares held by the Khandros-Bloch Revocable Trust U/A/D 1/24/1997 ("Revocable Trust"), (ii) 1,400 restricted stock units held by the Revocable Trust, (iii) 100,757 shares held by the Khandros 2018 3-Year GRAT (the "Khandros GRAT"), and (iv) 100,757 shares held by the Bloch 2018 3-Year GRAT (the "Bloch GRAT," and together with the Khandros GRAT, the "GRATs"). As co-trustee of the Revocable Trust and the GRATs, Dr. Khandros may be deemed to beneficially own the shares held by the Revocable Trust and the GRATs. Dr. Khandros disclaims beneficial ownership of the shares held by the Revocable Trust and the GRATs except to the extent of his pecuniary interest therein.

/s/ Stuart L. Merkadeau,
Attorney-in-fact for Igor
Khandros

09/02/2021

** 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.