

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>SC US (TTGP), LTD.</u> (Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101 (Street) MENLO CA 94025 PARK (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/16/2020	3. Issuer Name and Ticker or Trading Symbol <u>Berkeley Lights, Inc.</u> [BLI]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
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**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			
Series C Preferred Stock	(1)	(1)	Common Stock	4,550,239	(1)	I	Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock	227,918	(1)	I	Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(1)	(1)	Common Stock	514,443	(1)	I	Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(1)	(1)	Common Stock	5,616	(1)	I	Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾⁽³⁾
Series E Preferred Stock	(1)	(1)	Common Stock	331,774	(1)	I	Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾⁽³⁾
Series E Preferred Stock	(1)	(1)	Common Stock	3,622	(1)	I	Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person* <u>SC US (TTGP), LTD.</u>

(Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SC U.S. Venture XV Management, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SC U.S. GROWTH VI MANAGEMENT,
L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. GROWTH
FUND VI, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. GROWTH VI
PRINCIPALS FUND, L.P.](#)

(Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

Explanation of Responses:

1. Each share of Preferred Stock automatically converts on a one-for-one basis into Common stock at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Preferred Stock has no expiration date.

2. SC US (TTGP), Ltd. is the general partner of SC U.S. Venture XV Management, L.P., which is the general partner of Sequoia Capital U.S. Venture Fund XV, L.P., Sequoia Capital U.S. Venture Partners Fund XV, L.P., Sequoia Capital U.S. Venture Partners Fund XV (Q), L.P., and Sequoia Capital U.S. Venture XV Principals Fund, L.P. (collectively, the "SC XV Funds") and the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund VI, L.P. and Sequoia Capital U.S. Growth VI Principals Fund, L.P. (collectively, the "SC US GF VI Funds").

3. (Continued from footnote 2) As a result, SC US (TTGP), Ltd. may be deemed to share voting and dispositive power with respect to the shares held by the SC XV Funds and SC US GF VI Funds. Each of SC US (TTGP), Ltd., SC U.S. Venture XV Management, L.P., and SC U.S. Growth VI Management, L.P. disclaims beneficial ownership of the shares

held by the SC XV Funds and SC US GF VI Funds, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

Filing 1 of 3. Due to the limitations of the electronic filing system Sequoia Capital U.S. Venture Fund XV, L.P., Sequoia Capital U.S. Venture Partners Fund XV, L.P., Sequoia Capital U.S. Venture Partners Fund XV (Q), L.P., and Sequoia Capital U.S. Venture XV Principals Fund, L.P., are filing a separate Form 3. Exhibit 24 - Power of Attorney.

SC US (TTGP), Ltd., By:
/s/ Jung Yeon Son, by 07/16/2020
power of attorney for
Douglas Leone, a Director

SC U.S. Venture XV
Management, L.P., By: SC
US (TTGP), Ltd., its
general partner, By: /s/ 07/16/2020
Jung Yeon Son, by power
of attorney for Douglas
Leone, a Director

SC U.S. Growth VI
Management, L.P., By: SC
U.S. Venture XV
Management, L.P., its
general partner, By: SC 07/16/2020
US (TTGP), Ltd., its
general partner, By: /s/
Jung Yeon Son, by power
of attorney for Douglas
Leone, a Director

Sequoia Capital U.S.
Growth Fund VI, L.P., By:
SC U.S. Growth VI
Management, L.P., its
general partner, By: SC
U.S. Venture XV 07/16/2020
Management, L.P., its
general partner, By: SC
US (TTGP), Ltd., its
general partner, By: /s/
Jung Yeon Son, by power
of attorney

Sequoia Capital U.S.
Growth VI Principals
Fund, L.P., By: SC U.S.
Growth VI Management,
L.P., its general partner,
By: SC U.S. Venture XV 07/16/2020
Management, L.P., its
general partner, By: SC
US (TTGP), Ltd., its
general partner, By: /s/
Jung Yeon Son, by power
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** 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.

LIMITED POWER OF ATTORNEY
FOR CERTAIN FILINGS WITH THE
SECURITIES AND EXCHANGE COMMISSION

This Limited Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Limited Power of Attorney

Know all by these presents that the undersigned hereby constitutes and appoints each of Marie Klemchuk and Jung Yeon Son the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of any entity affiliated with Sequoia Capital Operations, LLC or any corporation or other person in which an investment fund affiliated with Sequoia Capital Operations, LLC makes an investment (each, a "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder, as well as any reports on Schedules 13D or 13G or Forms 13F or 13H and amendments thereto in each case in accordance with Section 13 of the 1934 Act and the rules thereunder or any Forms 144 in accordance with Rule 144 under the Securities Act of 1933, as amended (the "1933 Act");
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D, Schedule 13G, Form 13F, Form 13H or Form 144 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. 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 any Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the 1934 Act or Rule 144 under the 1933 Act.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 14th day of July, 2020.

By: /s/ Douglas Leone

Douglas Leone