

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>MORITZ MICHAEL J</u>  (Last) (First) (Middle) 5858 HORTON STREET, SUITE 320  (Street) EMERYVILLE CA 94608  (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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2021	
		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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/27/2021		J		970,864	D	(1)	2,267,010	I	Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(2)(3)</sup>
Common Stock	05/27/2021		J		358,501	D	(1)	837,642	I	Sequoia Capital U.S. Venture Fund XV, L.P. <sup>(2)(3)</sup>
Common Stock	05/27/2021		J		44,808	A	(1)	115,646	I	By estate planning vehicle
Common Stock	05/27/2021		J		332,342	A	(1)	332,342	I	By Sequoia Grove II, LLC <sup>(4)</sup>
Common Stock								142,294	I	Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(2)(3)</sup>
Common Stock								18,107	I	Sequoia Capital U.S. Venture Partners Fund XV, L.P. <sup>(2)(3)</sup>
Common Stock								50,413	I	Sequoia Capital U.S. Venture Partners Fund XV (Q), L.P. <sup>(2)(3)</sup>

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								183,977	I	Sequoia Capital U.S. Venture XV Principals Fund, L.P. <sup>(2)(3)</sup>

**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)					

**Explanation of Responses:**

- Represents a distribution of Common Stock of the Issuer to partners or members.
- The Reporting Person is a director and stockholder of SC US (TTGP), Ltd. who participates in decisions to exercise voting and investment discretion with respect to the securities of the issuer held by the SC XV Funds and the SC US GF VI Funds (each as defined below). 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").
- (Continued from footnote 2) As a result, the Reporting Person may be deemed to beneficially own the shares held by the SC XV Funds and the SC US GF VI Funds. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his 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.
- The Reporting Person is a member of Sequoia Grove II, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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.

/s/ Jung Yeon Son, Attorney-  
in-fact for Michael J. Moritz      06/01/2021

\*\* 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.