

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

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Venkatesan Jay</u>  (Last) (First) (Middle) C/O ANGION BIOMEDICA CORP. 51 CHARLES LINDBERGH BLVD.  (Street) UNIONDALE NY 11553  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Angion Biomedica Corp. [ ANGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/09/2021		F <sup>(1)</sup>		31,966	D	\$16	1,037,017 <sup>(2)</sup>	D	
Common Stock	02/09/2021		C		165,094	A	<sup>(3)</sup>	1,202,111 <sup>(2)</sup>	D	
Common Stock	02/09/2021		X		237,152	A	\$6.43	1,439,263 <sup>(2)(4)</sup>	D	
Common Stock	02/09/2021		S		159,177	D	\$16	1,208,086 <sup>(2)(4)</sup>	D	
Common Stock	02/09/2021		C		262	A	\$11.57	1,280,348 <sup>(2)</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				
Series C Cumulative Convertible Preferred	<sup>(3)</sup>	02/09/2021		C			1,804	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,804	\$0.00	0	D	
Warrant to Purchase Common Stock	\$6.43	02/09/2021		X			237,152	<sup>(4)</sup>	07/05/2028	Common Stock	237,152	\$0.00	0	D	
Convertible Promissory Note	\$16	02/09/2021		C			\$3,138.9	<sup>(5)</sup>	<sup>(6)</sup>	Common Stock	\$3,138.9	\$0.00	0	D	

**Explanation of Responses:**

- The shares were withheld to satisfy tax or other government withholding obligations in connection with the vesting of Restricted Stock Units ("RSUs").
- Includes 246,299 RSUs. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU upon the vesting thereof.
- Each share of the issuer's Series C Preferred Stock automatically converted into 91.52 shares of the issuer's Common Stock immediately prior to the consummation of the issuer's IPO and had no expiration date.
- On February 9, 2021 the Reporting Person exercised a warrant to purchase an aggregate of 396,328 shares of the Issuer's common stock for \$16.00 a share, which represents the Issuer's IPO price. In connection with the automatic net exercise of the warrant immediately prior to the closing of the Issuer's IPO, the Issuer withheld 159,177 of the warrant shares to pay the exercise price and issued the remaining 237,152 shares of common stock to Reporting Person.
- The convertible promissory note converted immediately prior to the consummation of the IPO into Common Stock.
- The convertible promissory note ("Convertible Note") had a maturity date of August 14, 2021 and the principal amount of the Convertible Note converted upon the closing of the IPO into Common Shares at a conversion price equal to \$18.00 per Common Share.

**Remarks:**

President and Chief Executive Officer and Director

/s/ Jennifer J. Rhodes, as attorney-in fact for Jay R. Venkatesan 02/11/2021

\*\* 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.