

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL	
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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>SMC Holdings II, LP</u> (Last) (First) (Middle) <u>C/O SPRING MOUNTAIN CAPITAL, LP</u> <u>650 MADISON AVE., 20TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/20/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>ProSomnus, Inc. [OSA]</u>	
		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)
<u>Common Stock, par value \$0.001</u>	<u>246,068</u>	<u>D⁽¹⁾</u>	

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			
<u>Warrant to purchase Common Stock</u>	<u>01/05/2023</u>	<u>12/06/2027</u>	<u>Common Stock</u>	<u>296,456</u>	<u>11.5</u>	<u>D⁽¹⁾</u>	
<u>Series A Preferred Stock</u>	<u>09/20/2023</u>	<u>(2)</u>	<u>Common Stock</u>	<u>961,846⁽³⁾</u>	<u>1</u>	<u>D⁽¹⁾</u>	
<u>Subordinated Secured Convertible Notes Due April 6, 2026</u>	<u>(4)</u>	<u>04/06/2026</u>	<u>Common Stock</u>	<u>626,260</u>	<u>5.2</u>	<u>D⁽¹⁾</u>	

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1. Name and Address of Reporting Person* <u>SMC Holdings II G.P., LLC</u> (Last) (First) (Middle) <u>C/O SPRING MOUNTAIN CAPITAL, LP</u> <u>650 MADISON AVE., 20TH FLOOR</u> (Street)

(Street)
NEW YORK NY 10022

(City)(State)(Zip)

1. Name and Address of Reporting Person*
Steffens John

(Last)(First)(Middle)
C/O SPRING MOUNTAIN CAPITAL, LP
650 MADISON AVE., 20TH FLOOR

(Street)
NEW YORK NY 10022

(City)(State)(Zip)

1. Name and Address of Reporting Person*
Ho Gregory P.

(Last)(First)(Middle)
C/O SPRING MOUNTAIN CAPITAL, LP
650 MADISON AVE., 20TH FLOOR

(Street)
NEW YORK NY 10022

(City)(State)(Zip)

Explanation of Responses:

1. The reported securities are directly owned by SMC Holdings II, LP, a Delaware limited partnership ("Holdings"), and may be deemed to be indirectly beneficially owned by SMC Holdings II G.P., LLC, a Delaware limited liability company ("Holdings GP"), as general partner of Holdings. The reported securities may also be deemed to be indirectly beneficially owned by each of John L. Steffens and Gregory P. Ho, as the managing members of Holdings GP. Each of Holdings GP, Mr. Steffens and Mr. Ho disclaims beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that he or it is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. The Series A Preferred Stock ("Series A Stock") is perpetual and therefore has no expiration date.
3. On September 20, 2023, the Issuer entered into a Securities Purchase Agreement (the "SPA") with Holdings and the other investors named therein, pursuant to which Holdings purchased an aggregate of 3,000 shares of Series A Stock, with 2,400 shares of Series A Stock being purchased at a closing on September 20, 2023 and 600 shares of Series A Stock purchased at a closing on October 20, 2023. Each share of Series A Stock is convertible into 1,000 shares of the common stock of the Issuer ("Common Stock"). Prior to the date on which the Issuer obtains stockholder approval for all of the Common Stock issuable in respect of the convertible securities issued pursuant to or contemplated by the SPA ("Stockholder Approval"), Holdings may only convert its shares of Series A Stock into an aggregate of 961,846 shares of Common Stock.
4. The notes are currently exercisable.

SMC Holdings II, LP, by
SMC Holdings II G.P.,
LLC, as its general partner
By: /s/ Gregory P. Ho
SMC Holdings II G.P.,
LLC, but Gregory P. Ho,
as Managing Member By:
/s/ Gregory P. Ho
/s/ John L. Steffens
/s/ Gregory P. Ho

10/23/2023
10/23/2023
10/23/2023
10/23/2023

** Signature of Reporting PersonDate

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.