

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* <b>Dow Brian B</b>  (Last) (First) (Middle) <b>5675 GIBRALTAR AVENUE</b>  (Street) <b>PLEASANTON CA 94588</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ProSomnus, Inc. [ OSA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/20/2023</b>	
	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				

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
Series A Preferred Stock	\$1 <sup>(1)</sup>	09/20/2023		A <sup>(2)</sup>		50		09/20/2023	(1)	Common Stock	50,000	(2)	50	D	
Warrants (right to buy)	\$1	09/20/2023		A <sup>(2)</sup>		50,000		(3)	09/20/2028	Common Stock	50,000	(2)	50,000	D	

Explanation of Responses:

- The Series A Preferred Stock is convertible (subject to certain conversion limitations prior to the Issuer obtaining stockholder approval of the transactions contemplated by the SPA) into Common Stock at the Reporting Person's election at \$1 per share, which conversion price may be adjusted in accordance with the terms of the Series A Preferred Stock, and has no expiration date.
- The Reporting Person acquired the shares and warrants pursuant to the terms of that certain Securities Purchase Agreement by and among the Issuer and the investors named therein, as disclosed in the Current Report on Form 8-K filed by the Issuer with the SEC on September 21, 2023 (the "SPA").
- The warrants become exercisable upon the Issuer obtaining shareholder approval of the transactions contemplated by the SPA.

Remarks:

/s/ Brian B. Dow 09/21/2023  
 \*\* 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.