

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Rikkers Laing</u> <hr/> (Last) (First) (Middle) <u>5675 GIBRALTAR AVENUE</u> <hr/> (Street) <u>PLEASANTON CA 94588</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ProSomnus, Inc. [OSA]</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) <u>09/20/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 ⁽¹⁾	09/20/2023		A ⁽²⁾		25		09/20/2023	⁽¹⁾	Common Stock	25,000	⁽²⁾	25	I	See footnote ⁽³⁾
Warrants (right to buy)	\$1	09/20/2023		A ⁽²⁾		25,000		⁽⁴⁾	09/20/2028	Common Stock	25,000	⁽²⁾	25,000	I	See footnote ⁽³⁾
Series A Preferred Stock	\$1 ⁽¹⁾	09/20/2023		A ⁽²⁾		25		09/20/2023	⁽¹⁾	Common Stock	25,000	⁽²⁾	25	I	See footnote ⁽⁵⁾
Warrants (right to buy)	\$1	09/20/2023		A ⁽²⁾		25,000		⁽⁴⁾	09/20/2028	Common Stock	25,000	⁽²⁾	25,000	I	See footnote ⁽⁵⁾
Series A Preferred Stock	\$1 ⁽¹⁾	09/20/2023		A ⁽²⁾		150		09/20/2023	⁽¹⁾	Common Stock	150,000	⁽²⁾	150	I	See footnote ⁽⁶⁾
Warrants (right to buy)	\$1	09/20/2023		A ⁽²⁾		150,000		⁽⁴⁾	09/20/2028	Common Stock	150,000	⁽²⁾	150,000	I	See footnote ⁽⁶⁾

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").
- Shares are held by Leander Swift Rikkers 2002 Trust for the benefit of the Reporting Person's child. The Reporting Person serves as trustee of this trust. The Reporting Person disclaims beneficial ownership of these shares to the extent that she does not have a pecuniary interest in them.
- The warrants become exercisable upon the Issuer obtaining shareholder approval of the transactions contemplated by the SPA.
- Shares are held by Laura Laing Rikkers 2004 Trust for the benefit of the Reporting Person's child. The Reporting Person serves as trustee of this trust. The Reporting Person disclaims beneficial ownership of these shares to the extent that she does not have a pecuniary interest in them.
- Shares are held by Trust U/A 4/29/83 fbo Laing F. Rikkers.

Remarks:

/s/ Brian B. Dow, Attorney-in-fact 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.