

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>Walker Matthew Allen</u> _____ (Last) (First) (Middle) <u>C/O GREENLIGHT BIOSCIENCES HOLDINGS, PBC</u> <u>200 BOSTON AVENUE, SUITE 3100</u> _____ (Street) <u>MEDFORD MA 02155</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GreenLight Biosciences Holdings, PBC [ GRNA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	08/11/2022		P		63,775	A	\$3.92 <sup>(1)</sup>	63,775	D	
Common Stock	08/11/2022		P		6,377,551	A	\$3.92 <sup>(2)</sup>	22,220,572	I	by Builders Vision, LLC <sup>(3)(4)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Consists of 63,775 shares of Common Stock issued pursuant to a subscription agreement entered into between the Issuer and Matthew Allen Walker.
- Includes 6,377,551 shares of Common Stock issued pursuant to a subscription agreement entered into between the Issuer and S2G Builders Food & Agriculture Fund III, LP ("Fund III").
- Total number of shares beneficially owned by the Reporting Person includes: (i) 11,551,245 shares held by Fund III; (ii) 2,087,043 shares held by S2G Ventures Fund I, L.P. ("Fund I"); and (iii) 8,582,284 shares held by S2G Ventures Fund II, L.P. ("Fund II" and, together with Fund I, and Fund III, the "S2G Funds"). Builders Vision, LLC is the Manager of Fund I and Fund II, and the General Partner of Fund III, and has power to vote or direct the voting of shares held by the S2G Funds. The General Partners of Fund I and Fund II are S2G Ventures, LLC and S2G Ventures II, LLC, respectively.
- (Continued) Mr. Walker, a director of the Issuer, is a Managing Director of Builders Vision, LLC, the impact platform founded by Lukas T. Walton, which includes S2G Ventures. By virtue of the foregoing, S2G Ventures, LLC and S2G Ventures II, LLC, Mr. Walker and Mr. Walton may be deemed to indirectly beneficially own (as defined in Rule 13d-3 of the Exchange Act) the shares of Common Stock held by the S2G Funds. Mr. Walker and Mr. Walton each disclaims beneficial ownership of these shares of Common Stock except to the extent of any pecuniary interest therein.

/s/ David Kennedy, Attorney-in-fact for Matthew Allen Walker 08/15/2022

\*\* 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.