## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Common stock, par value   06/21/2021   J(I)   25,000   D   \$0   (I)   4,725,000   D   D   D	(Print or Ty	pe Response:	s)																
APP. 1, VIA GUIDINO 23														4	(Check all applicable)				
LUGANO, V8 6900    City   Cap   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3)   2. Transaction Date (Month/Day/Year)   Code (Instr. 8)   Code (Instr. 4)						` '							ır)		Officer (give title below) X Other (specify below)				
1. Title of Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction (Month/Day/Year)   4. Securities Acquired (A) or Date (A) or Date (Code V Amount of Code (Instr. 3) and 4)   5. Amount of Securities Reperted Transaction(s) (Instr. 3) and 4)   6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3)   6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3)   6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3)   6. Amount of Securities Beneficially Owned Following (Instr. 3)   7. Nature of Indirect (Instr. 3 and 4)   7. Nature of Indirect (Instr. 3 and 4)   7. Nature of Indirect (Instr. 3)   7. Nature of Indirect (Instr. 4)   7. Nature of Indirect (Instr. 3)   7. Nature of Indirect (Instr. 4)   7. Nature of Indirect (Instr. 4)   7. Nature of Indirect (Instr. 4)   7. Nature of Indirect (Instr. 5)   7. Nature of Indirect (Instr. 5)   7. Nature of Indirect (Instr. 6)   7. Nature of Indire	LUGAN	O, V8 690			4. I	f Amendr	nent,	Date	Origir	nal F	Filed(Month	n/Day/	Year)	- -	X_ Form file	ed by One Repo	orting Person		ble Line)
Date (Month/Day/Year)   Date	(City	)	(State)	(Zip)			T	able I	- Non	ı-De	rivative S	Secui	rities A	Acquii	red, Dispo	osed of, or l	Beneficially	Owned	
Common stock, par value \$0.0001 per share	(Instr. 3) Date			Date	Exec (Year) any	Execution Date, if any		Code (Instr. 8)		(A) or Disposed of (D)			Beneficially Owned Following Reported Transaction(s)		Following	Ownership of Form:	of Indirect Beneficial		
So.0001 per share    Common stock, par value					(Mor	(Ivionth/Day/Year)		Coo	de	V	or		Price	(Instr. 3	or Indirect (I)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    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 control number.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Title of Derivative Conversion (Instr. 3)   Price of Derivative Security   Price of Derivative Security   Price of Derivative Security   Price of Derivative Securities   Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Date Exercisable   Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5)   Date Exercisable Date   Expiration Date   Amount of Derivative Security   Price of Derivative Securities   Price of Derivative S			value	06/21/2021				J <u>(1</u>	7		25,000		D		4,725,0	000		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)  Price of Derivative Security  Security  Amount of Derivative Securities  (Month/Day/Year)  Amount of Derivative Securities  (Instr. 3)  Date  (Month/Day/Year)  Amount of Derivative Securities  (Instr. 3)  Date  (Instr. 3)  Amount of Derivative Securities  (Instr. 3)  Date  (Instr. 3)  Amount of Derivative Securities  (Instr. 4)  Date  Expiration Date  (Instr. 4)  Date  Expiration  Date  Transaction (Instr. 4)  Date  Expiration  Tritle of Date  Expiration  Date  Tritle of Derivative Securities  Amount of Date  Transaction (Instr. 4)  Date  Expiration  Tritle of Date  Expiration  Date  Tritle of Derivative Securities  Amount of Date  Transaction (Instr. 4)  Date  Expiration  Tritle of Date  Expiration  Tritle of Date  Expiration  Tritle of Date  Expiration  Tritle of Date  Tritle			06/22/2021				J <u>(2</u>	<u> </u>		2,450,0	000	D		2,275,000			D		
1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security  1. Title of Derivative Security  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Instr. 3 and 4)  4. Derivative Securities (Instr. 3)  4. Defivative Securities (Month/Day/Year)  4. Derivative Securities (Instr. 3)  5. Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Underlying Securities (Instr. 5)  8. Price of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  10. Ownership Form of Derivative Securities (Instr. 4)  11. Na Amount of Underlying Securities (Instr. 3)  12. Na Amount of Underlying Securities (Instr. 3)  13. Title and Amount of Underlying Securities (Instr. 4)  14. Date Expiration Date (Month/Day/Year)  15. Date Expiration Date (Month/Day/Year)  16. Date Expiration Date (Month/Day/Year)  17. Title and Amount of Underlying Securities (Instr. 5)  18. Price of Derivative Security (Instr. 5)  19. Number of Derivative Security (Instr. 5)  10. Ownership Form of Derivative Securities (Instr. 5)  10. Date Expiration Date (Month/Day/Year)  10. Date Expiration Date (Month/Day/Year)  11. Na Amount of Underlying Securities (Instr. 5)  12. Na Amount of Underlying Securities (Instr. 5)  13. Na Amount of Underlying Securities (Instr. 5)  14. Date Expiration Date (Month/Day/Year)  15. Na Amount of Underlying Securities (Instr. 5)  16. Date Exercisable Date (Instr. 5)  17. Title and Amount of Underlying Securities (Instr. 5)  18. Na Amount of Underlying Securities (Instr. 5)  19. Number of Instruction Date (Instr. 5)  19. Number of Instruction Date (Instr. 5)  10. Date Exercisable Date (Instr. 5)  10. Date Exercisable Date (Instr. 5)  10. Date Exercisable Date (Instr. 5)  10	Kemmuer.	Report on a s	ерагате ппе		le II - Deri	vative Sec	curit	ies Ac	equire	Person the	sons whatained in form dis	o re n this splay	s forn /s a c · Bene	n are urren	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
Code V (A) (D) Shares	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execut any	emed ion Date, if	4. Transac Code (Instr. 8	tion)	5. Numb of Deriv Secur Acqui (A) or Dispo of (D) (Instr 4, and	per rative rities ired rosed ) . 3, 15)	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration T.		7. Tit Amo Unde Secur (Instr 4)	Amount or Number of	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct ( or Indir	Beneficial Ownersh (Instr. 4)  Compared to the		

#### **Reporting Owners**

D (1 0 N /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Tompkins Mark N. APP. 1, VIA GUIDINO 23 LUGANO, V8 6900		X		Former Director				

### **Signatures**

/s/ Mark N. Tompkins	06/23/2021
**Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* 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).
- (1) The reporting person transferred an aggregate of 25,000 shares of the Issuer's common stock as consideration for services rendered to an affiliate of the reporting person by the recipients.
  - Pursuant to the terms of an Agreement and Plan of Merger and Reorganization, dated as of June 22, 2021, by and among the Issuer, Aeluma Operating Co. ("Acquisition Sub"), and Biond Photonics, Inc. (d.b.a. "Aeluma") ("Biond"), on June 22, 2021, Biond merged with and into Acquisition Sub, with Acquisition Sub continuing as the
- (2) surviving entity (the "Merger") and as the Issuer's wholly-owned subsidiary. As a condition to the Merger, pursuant to the terms of a stock cancellation agreement, the reporting person voluntarily surrendered and canceled 2,450,000 shares of the Issuer's common stock prior to the consummation of the Merger. The reporting person resigned as a director of the Issuer upon consummation of the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.