

# FORM 4

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

|  |           |
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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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

(Print or Type Responses)

|   |                    |  |   |   |   |
|---|--------------------|--|---|---|---|
| 1. Name and Address of Reporting Person *<br><b>Jacobs Ian Seth</b> |                    | 2. Issuer Name and Ticker or Trading Symbol<br><b>Aeluma, Inc. [N/A]</b> |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Former Director and Officer</b> |   |
| (Last)<br><b>2255 GLADES RD., SUITE 324A</b>                        | (First)<br><b></b> | (Middle)<br><b></b>  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/22/2021</b> |   |   |
| (Street)<br><b>BOCA RATON, FL 33431</b>                             |                    |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                  |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)  | (State)            | (Zip)  |   |   |   |

### 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, par value \$0.0001 per share | 06/22/2021                           |  | J                              | (I) | 50,000  | D          | \$ 0<br>(1) | 200,000   | D  |   |

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. SEC 1474 (9-02)

### 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) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                             |
|--|---------------|-----------|---------|-----------------------------|
|  | Director      | 10% Owner | Officer | Other                       |
| Jacobs Ian Seth<br>2255 GLADES RD., SUITE 324A<br>BOCA RATON, FL 33431 |               |           |         | Former Director and Officer |

## Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| /s/ Ian Seth Jacobs             |  | 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).

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 (1) 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 50,000 shares of the Issuer's common stock prior to the consummation of the Merger. The reporting person resigned as a director and officer 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.