

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Tompkins Mark N.</u>  (Last) (First) (Middle) <u>APP. 1, VIA GUIDINO 23</u>  (Street) <u>LUGANO-PARADISO</u> <u>V8</u> <u>6900</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Aeluma, Inc. [ ALMU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/27/2025</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	03/27/2025		C <sup>(1)(2)</sup>		200,000	A	\$3.5 <sup>(1)(2)</sup>	2,915,833	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)	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	Amount or Number of Shares				
Convertible Promissory Note	\$3.5 <sup>(1)(2)</sup>	03/27/2025		C <sup>(1)(2)</sup>			\$700,000	03/27/2025	03/27/2025	Common Stock	200,000	\$3.5 <sup>(1)(2)</sup>	0	D	

Explanation of Responses:

1. On August 5 and August 27, 2024, the Reporting Person purchased from the Issuer, in a private placement exempt from registration under the Securities Act, \$500,000 and \$200,000, respectively, principal amount (\$700,000 in the aggregate) of the Issuer's 0% convertible promissory notes with a maturity date of June 30, 2026. The form of the notes was filed with the Securities and Exchange Commission by the Issuer on August 6, 2024, as an exhibit to a Current Report on Form 8-K: [https://www.sec.gov/Archives/edgar/data/1828805/000121390024065747/ea021072201ex10-2\\_aeluma.htm](https://www.sec.gov/Archives/edgar/data/1828805/000121390024065747/ea021072201ex10-2_aeluma.htm). The notes were convertible into shares of the Issuer's common stock only upon the occurrence of certain specified future events and at a price that was to be determined at the time of conversion(2)

2. The conversion events included: (a) upon an equity financing resulting in gross proceeds to the Issuer of at least \$5,000,000, the notes would convert at a price per share equal to 85% of the per share price paid by the investors in the financing; and (b) upon the Issuer's stock being accepted for listing on a national securities exchange or market, the notes would convert at a price per share equal to 85% of the volume weighted average price of the common stock for the five trading days immediately prior to the listing; provided that the conversion price would not be lower than a specified floor price nor higher than \$3.50 per share. On March 27, 2025, as a result of the Issuer's public offering of shares of common stock at \$5.25 per share for gross proceeds exceeding \$5,000,000 and the listing of the common stock on the Nasdaq Capital Market, the notes converted in full at \$3.50 per share into 200,000 shares of common stock.

/s/ Mark N. Tompkins 03/31/2025  
\*\* 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.