

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>AJJARAPU SURENDRA K</u> (Last) (First) (Middle) 515 MADISON AVENUE, SUITE 8078 (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ocean Biomedical, Inc. [OCEA]</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) 02/28/2023	

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 ⁽¹⁾	02/28/2023		j ⁽²⁾		21,252	A	(2)	21,252 ⁽³⁾	I	By Sansur Associates, LLC ⁽³⁾
Common Stock, par value \$0.0001								469,300	I	By Surendra Ajarapu Revocable Trust of 2007 ⁽⁴⁾
Common Stock, par value \$0.0001								258,200	I	By Sandhya Ajarapu Revocable Trust of 2007 ⁽⁵⁾
Common Stock, par value \$0.0001								1,365,000 ⁽⁶⁾	I	By Aesther Healthcare Sponsor, LLC ⁽⁷⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
AJJARAPU SURENDRA K
 (Last) (First) (Middle)
 515 MADISON AVENUE, SUITE 8078
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Aesther Healthcare Sponsor, LLC

(Last) (First) (Middle)
515 MADISON AVENUE, SUITE 8078

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. This Form 4/A is being filed jointly by Aesther Healthcare Sponsor, LLC (the "Sponsor") and Suren Ajarapu ("Mr. Ajarapu") to amend the previous Form 4 filed by the Sponsor and Mr. Ajarapu on March 2, 2023 (the "Prior Form 4"). The purpose of this Form 4/A is to: (i) report a previously omitted acquisition of common stock, par value \$0.0001 per share (the "Common Stock"), of Ocean Biomedical, Inc. (the "Issuer") by Sansur Associates, LLC ("Sansur"), which Mr. Ajarapu may be deemed to have an indirect beneficial interest in; (ii) correct the footnote disclosures related to the trustees of the Surendra Ajarapu Revocable Trust of 2007 (the "Surendra Trust") and the Sandhya Ajarapu Revocable Trust of 2007 (the "Sandhya Trust"); and (iii) report that, following the Distribution (defined in footnote 2 below), the Sponsor no longer holds more than 10% of any class of the Issuer's securities.

2. As disclosed in the Prior Form 4, on February 28, 2023, the Sponsor made a distribution for no consideration of 2,625,000 shares of Common Stock to certain of its members (the "Distribution"), including the Surendra Trust and the Sandhya Trust. This Form 4/A is being filed to report that as part of the Distribution, the Sponsor also distributed 21,252 shares to Sansur Associates, LLC ("Sansur"), of which Mr. Ajarapu is the manager. The 21,252 shares of Common Stock distributed to Sansur and Mr. Ajarapu's indirect beneficial interest therein were inadvertently omitted from the Prior Form 4.

3. These shares of Common Stock are owned directly by Sansur. As manager of Sansur, Mr. Ajarapu may be deemed to be the indirect beneficial owner of the securities held by Sansur. Mr. Ajarapu disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

4. These shares of Common Stock are owned directly by the Surendra Trust. The Prior Form 4 reported that Mr. Ajarapu's wife, Sandhya Ajarapu ("Mrs. Ajarapu"), is the trustee of the Surendra Trust. In fact, Mr. Ajarapu is the trustee and, in such capacity, is deemed to be the indirect beneficial owner of the shares held by the Surendra Trust. The updated disclosure of the Surendra Trust's reported trustee in this Form 4/A does not change the extent of Mr. Ajarapu's indirect interest in the Surendra Trust that was reported in the Prior Form 4.

5. These shares of Common Stock are owned directly by the Sandhya Trust. The Prior Form 4 reported that Mr. Ajarapu is the trustee of the Sandhya Trust. In fact, Mrs. Ajarapu is the trustee. Because Mrs. Ajarapu's pecuniary interest in the Sandhya Trust is attributable to Mr. Ajarapu by nature of their spousal relationship, Mr. Ajarapu is deemed to be the indirect beneficial owner of the shares held by the Sandhya Trust. The updated disclosure of the Sandhya Trust's reported trustee in this Form 4/A does not change the extent of Mr. Ajarapu's indirect interest in the Sandhya Trust that was reported in the Prior Form 4.

6. Following the Distribution, the Sponsor no longer holds more than 10% of any class of the Issuer's securities and is therefore no longer a reporting person for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

7. These shares are owned directly by the Sponsor. Mr. Ajarapu is the managing member of the Sponsor and therefore may be deemed to have beneficial ownership of the securities held by the Sponsor. Mr. Ajarapu disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

Exhibit List - Exhibit 24.1: Power of Attorney (Surendra K. Ajarapu) Exhibit 24.2: Power of Attorney (Aesther Healthcare Sponsor, LLC)

[/s/ Katherine E. Spiser, as attorney-in-fact for Surendra K. Ajarapu](#) [03/24/2023](#)
[/s/ Katherine E. Spiser, as attorney-in-fact for Surendra K. Ajarapu, as Manager of Aesther Healthcare Sponsor, LLC](#) [03/24/2023](#)

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Kate L. Bechen, Thomas S. Vaughn, Joseph R. DeHondt, Timothy B. Caprez, Robin K. Lehninger, Julie A. D'Angelo, Katherine E. Spiser, or Hallie D. Heath, or any of them acting singly and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned Forms 3, 4, and 5 and Schedules 13D and 13G in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder, as applicable, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of Ocean Biomedical, Inc. (the "Company");
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D or 13G, or other form or report, and to timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 30, 2023.

/s/ Surendra K. Ajjarapu

Surendra K. Ajjarapu

[Signature Page to Power of Attorney]

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Kate L. Bechen, Thomas S. Vaughn, Joseph R. DeHondt, Timothy B. Caprez, Robin K. Lehninger, Julie A. D'Angelo, Katherine E. Spiser, or Hallie D. Heath, or any of them acting singly and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned Forms 3, 4, and 5 and Schedules 13D and 13G in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder, as applicable, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of Ocean Biomedical, Inc. (the "Company");
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D or 13G, or other form or report, and to timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 16, 2023.

AESTHER HEALTHCARE SPONSOR, LLC

By: /s/ Suren Ajarapu

Suren Ajarapu
Manager

[Signature Page to Power of Attorney]
