

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>KATHURIA CHIRINJEEV</u>			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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2023</u>						
19W060 AVENUE LATOUR			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
OAKBROOK	IL	60523							

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			
Class A Common Stock, par value \$0.0001	02/14/2023		A ⁽¹⁾		456,852 ⁽²⁾	A	\$10	456,852	D ⁽³⁾	
Class A Common Stock, par value \$0.0001	02/14/2023		A ⁽¹⁾		22,842,756 ⁽⁴⁾	A	\$10	22,842,756	I	By Poseidon Bio, LLC ⁽⁵⁾
Class A Common Stock, par value \$0.0001	02/14/2023		J ⁽⁹⁾	V	456,852	D	⁽⁹⁾	0	D ⁽³⁾	
Common Stock, par value \$0.0001	02/14/2023		J ⁽⁹⁾	V	456,852	A	⁽⁹⁾	456,852	D ⁽³⁾	
Class A Common Stock, par value \$0.0001	02/14/2023		J ⁽⁹⁾	V	22,842,756	D	⁽⁹⁾	0	I	By Poseidon Bio, LLC ⁽⁵⁾
Common Stock, par value \$0.0001	02/14/2023		J ⁽⁹⁾	V	22,842,756	A	⁽⁹⁾	22,842,756	I	By Poseidon Bio, LLC ⁽⁵⁾

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				
Earnout Rights ⁽⁶⁾	⁽⁷⁾	02/14/2023		J ⁽⁷⁾		371,656		⁽⁷⁾	02/14/2026	Class A Common Stock	371,656	⁽⁷⁾	371,656	D ⁽³⁾	
Earnout Rights ⁽⁶⁾	⁽⁸⁾	02/14/2023		J ⁽⁸⁾		18,582,930		⁽⁸⁾	02/14/2026	Class A Common Stock	18,582,930	⁽⁸⁾	18,582,930	I	By Poseidon Bio, LLC ⁽⁵⁾
Earnout Rights	⁽¹⁰⁾	02/14/2023		J ⁽¹⁰⁾	V	371,656		⁽¹⁰⁾	02/14/2026	Class A Common Stock	371,656	⁽¹⁰⁾	0	D ⁽³⁾	
Earnout Rights	⁽¹⁰⁾	02/14/2023		J ⁽¹⁰⁾	V	371,656		⁽¹⁰⁾	02/14/2026	Common Stock	371,656	⁽¹⁰⁾	371,656	D ⁽³⁾	
Earnout Rights	⁽¹⁰⁾	02/14/2023		J ⁽¹⁰⁾	V	18,582,930		⁽¹⁰⁾	02/14/2026	Class A Common Stock	18,582,930	⁽¹⁰⁾	0	I	By Poseidon Bio, LLC ⁽⁵⁾
Earnout Rights	⁽¹⁰⁾	02/14/2023		J ⁽¹⁰⁾	V	18,582,930		⁽¹⁰⁾	02/14/2026	Common Stock	18,582,930	⁽¹⁰⁾	18,582,930	I	By Poseidon Bio, LLC ⁽⁵⁾

1. Name and Address of Reporting Person* <u>KATHURIA CHIRINJEEV</u>		
(Last)	(First)	(Middle)
19W060 AVENUE LATOUR		
(Street)	(City)	(State)
OAKBROOK	IL	60523
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		

Poseidon Bio, LLC

(Last) (First) (Middle)

ATTN: DR. CHIRINJEEV KATHURIA, M.D.
19W060 AVENUE LATOUR

(Street)
OAKBROOK IL 60523

(City) (State) (Zip)

Explanation of Responses:

1. An Agreement and Plan of Merger was entered into on August 31, 2022 and amended on December 5, 2022 (as amended, the "Business Combination Agreement"; such transactions contemplated thereby, collectively, the "Business Combination") between Ocean Biomedical Holdings, Inc., formerly known as Ocean Biomedical, Inc. ("Legacy Ocean"), Aesther Healthcare Acquisition Corp. ("AHAC"), AHAC Merger Sub, Inc. ("Merger Sub"), and certain other parties thereto. In accordance with the Business Combination Agreement, on February 14, 2023 (the "Closing Date"), (i) Merger Sub merged with and into Legacy Ocean (such transaction, the "Merger"), (ii) Legacy Ocean continued as the surviving entity of the Merger and a wholly-owned subsidiary of AHAC, and (iii) AHAC changed its name to Ocean Biomedical, Inc. (such post-Business Combination entity, the "Issuer"). Capitalized terms that are used but not defined in this Form 4 have the meanings given to them in the Business Combination Agreement.
2. Represents shares of the Issuer's Class A Common Stock, par value \$0.0001 per share ("Issuer Class A Common Shares"), acquired by Dr. Chirinjeev Kathuria ("Dr. Kathuria"), the Founder, Executive Chairman, and a director of the Issuer, as consideration for Dr. Kathuria's shares of Legacy Ocean common stock, which AHAC acquired in the Merger on the Closing Date.
3. These securities are owned directly by Dr. Kathuria.
4. Represents Issuer Class A Common Shares acquired by Poseidon Bio, LLC ("Poseidon"), as consideration for Poseidon's shares of Legacy Ocean common stock, which AHAC acquired in the Merger on the Closing Date.
5. These securities are owned directly by Poseidon, a 10% owner of the Issuer, and indirectly by Dr. Kathuria, as a Managing Director of Poseidon. Dr. Kathuria disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
6. As additional Merger consideration, the former Legacy Ocean stockholders (the "Pre-Merger Stockholders") have the contingent right (the "Earnout Right") to receive up to an aggregate maximum of 19,000,000 shares of the Issuer's common stock (the "Earnout Shares"), issued in three Earnout Share Payments, if, for 20 out of any 30 consecutive trading days during the period from the Closing Date until the 36-month anniversary thereof (the "Earnout Period"), the Issuer's VWAP equals or exceeds: (i) \$15.00 per share, in which case each Pre-Merger Stockholder will be issued its Pro Rata Share of 5,000,000 Earnout Shares (the "First Earnout Share Payment"); (ii) \$17.50 per share, in which case each Pre-Merger Stockholder will be issued its Pro Rata Share of 7,000,000 Earnout Shares (the "Second Earnout Share Payment"); and (iii) \$20.00 per share, in which case each Pre-Merger Stockholder will be issued its Pro Rata Share of 7,000,000 Earnout Shares (the "Third Earnout Share Payment").
7. On the Closing Date of the Merger, Dr. Kathuria received the Earnout Right to acquire his Pro Rata Share of the aggregate maximum of 19,000,000 Earnout Shares issuable on a contingent basis to the Pre-Merger Stockholders under the Business Combination Agreement, which entitles Dr. Kathuria to receive up to 371,656 Earnout Shares, (i) 97,804 of which will be issued in connection with the First Earnout Share Payment, (ii) 136,926 of which will be issued in connection with the Second Earnout Share Payment, and (iii) 136,926 of which will be issued in connection with the Third Earnout Share Payment, with each Earnout Share Payment contingent on the Issuer's VWAP equaling or exceeding the required Share Price Target for 20 out of any 30 consecutive trading days during the Earnout Period. Dr. Kathuria's right to receive Earnout Shares pursuant to the Earnout Right granted in the Business Combination Agreement became fixed and irrevocable on the Closing Date of the Merger.
8. On the Closing Date of the Merger, Poseidon received the Earnout Right to acquire its Pro Rata Share of the aggregate maximum of 19,000,000 Earnout Shares issuable on a contingent basis to the Pre-Merger Stockholders under the Business Combination Agreement, which entitles Poseidon to receive up to 18,582,930 Earnout Shares, (i) 4,890,245 of which will be issued in connection with the First Earnout Share Payment, (ii) 6,846,343 of which will be issued in connection with the Second Earnout Share Payment, and (iii) 6,846,343 of which will be issued in connection with the Third Earnout Share Payment, with each Earnout Share Payment contingent on the Issuer's VWAP equaling or exceeding the required Share Price Target for 20 out of any 30 consecutive trading days during the Earnout Period. Poseidon's right to receive Earnout Shares pursuant to the Earnout Right granted in the Business Combination Agreement became fixed and irrevocable on the Closing Date of the Merger.
9. Pursuant to the Issuer's Third Amended and Restated Certificate of Incorporation filed in connection with the Closing of the Business Combination, the Issuer completed a reclassification exempt under Rule 16b-7 (the "Reclassification"). In accordance with the Reclassification, each Issuer Class A Common Share was reclassified on a one-for-one basis into a share of the Issuer's common stock, par value \$0.0001.
10. Pursuant to the Reclassification that was effected in connection with the Closing of the Business Combination, each Issuer Class A Common Share underlying the Earnout Rights of Dr. Kathuria and Poseidon were reclassified on a one-for-one basis into a share of the Issuer's common stock, par value \$0.0001.

Remarks:

Exhibit 24.1: Power of Attorney (Chirinjeev Kathuria) Exhibit 24.2: Power of Attorney (Poseidon Bio, LLC)

/s/ Katherine E. Spiser, as
attorney-in-fact for Chirinjeev 02/16/2023
Kathuria
/s/ Katherine E. Spiser, as
attorney-in-fact for Chirinjeev 02/16/2023
Kathuria, as Managing Director of
Poseidon Bio, LLC

** 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/ Chirjeev Kathuria
Chirjeev Kathuria

[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 L. 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.

POSEIDON BIO, LLC

By: /s/ Chirinjeev Kathuria
Dr. Chirinjeev Kathuria
Managing Director

[Signature Page to Power of Attorney]
