

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

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).

1. Name and Address of Reporting Person* <u>PETERSON MICHAEL L</u> (Last) (First) (Middle) <u>515 MADISON AVENUE, SUITE 8078</u> (Street) <u>NEW YORK NY 10022</u> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2023</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 <input type="checkbox"/> 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, par value \$0.0001 ⁽¹⁾⁽²⁾⁽³⁾	02/28/2023		J ⁽⁴⁾		80,000 ⁽⁴⁾	A	⁽³⁾⁽⁴⁾	80,000	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)	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
Private Placement Warrant ⁽⁵⁾	\$11.5 ⁽⁶⁾	02/28/2023 ⁽⁷⁾		J ⁽⁷⁾		200,000		03/14/2023 ⁽⁶⁾	02/14/2028 ⁽⁸⁾	Common Stock	200,000	⁽⁵⁾⁽⁷⁾	200,000	D	

Explanation of Responses:

- In connection with the closing on February 14, 2023 (the "Closing") of the business combination (the "Business Combination") between Aesther Healthcare Acquisition Corp. ("AHAC") and Ocean Biomedical Holdings, Inc., formerly known as Ocean Biomedical, Inc. ("Legacy Ocean"), pursuant to that certain Agreement and Plan of Merger, dated August 31, 2022 and amended on December 5, 2022, between AHAC, Aesther Healthcare Sponsor, LLC (the "Sponsor"), AHAC Merger Sub, Inc. ("Merger Sub"), Legacy Ocean, and Dr. Chirinjeev Kathuria, AHAC changed its name to Ocean Biomedical, Inc. (such post-Business Combination entity, the "Issuer").
- 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 share of the Issuer's Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), was reclassified on a one-for-one basis into a share of the Issuer's common stock, par value \$0.0001 (the "Common Stock").
- These shares were originally among the 2,625,000 shares of AHAC's Class B Common Stock, par value \$0.0001 per share (the "Class B Founder Shares"), that the Sponsor owned prior to the Business Combination. In connection with the Closing of the Business Combination, the Class B Founder Shares automatically converted into shares of the Issuer's Class A Common Stock on a one-for-one basis, and the Class A Common Stock was then reclassified on a one-for-one basis into Common Stock in accordance with the Reclassification.
- In accordance with an instruction letter to the Sponsor's transfer agent (the "Instruction Letter"), the Sponsor instructed the transfer agent to transfer 2,625,000 shares of Common Stock to certain of the Sponsor's members for no consideration (such transaction, the "Transfer"). As part of the Transfer, the Reporting Person acquired 80,000 shares of Common Stock from the Sponsor.
- Simultaneously with the closing of the AHAC's initial public offering on September 17, 2021, the Sponsor purchased 5,411,000 warrants (the "Private Placement Warrants") from AHAC in a private placement at a price of \$1.00 per warrant, pursuant to the terms of the Private Placement Warrants Purchase Agreement between AHAC and the Sponsor dated September 14, 2021 (the "Private Placement Agreement"). Upon the Reclassification that was effected in connection with the Closing of the Business Combination, each share of Class A Common Stock underlying the Private Placement Warrants was reclassified into a share of the Issuer's Common Stock.
- According to the original terms of the Private Placement Agreement, each Private Placement Warrant was exercisable to purchase one share of the Issuer's Class A Common Stock at an exercise price of \$11.50 per share. The terms of the Private Placement Warrant were set forth in the Warrant Agreement, dated September 14, 2021, between AHAC and Continental Stock Transfer & Trust Company, LLC (the "Warrant Agreement"). The Private Placement Warrants become exercisable 30 days after the Closing of the Business Combination.
- On February 28, 2023, in accordance with the Instruction Letter, the Sponsor instructed its transfer agent to distribute these Private Placement Warrants to the Reporting Person.
- The Private Placement Warrants expire on the earlier to occur of (i) February 14, 2028, the date that is five years after the Closing of the Business Combination, (ii) at 5:00 p.m., New York City time on the Redemption Date (as defined in the Warrant Agreement), and (iii) the liquidation of the Trust Account (as defined in the Warrant Agreement).

Remarks:

Exhibit List - Exhibit 24.1: Power of Attorney (Michael L. Peterson)

/s/ Katherine E. Spiser, as
attorney-in-fact for Michael L. Peterson 03/02/2023

** 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/ Michael L. Peterson

Michael L. Peterson

[Signature Page to Power of Attorney]
