

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>Sherpa Ventures Fund, LP</u> <hr/> (Last) (First) (Middle) 800 MARKET STREET, 8TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/23/2021	3. Issuer Name and Ticker or Trading Symbol <u>Cue Health Inc. [ HLTH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	129,354	D <sup>(1)</sup>	
Common Stock	194,031	D <sup>(2)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(3)	(3)	Common Stock	5,450,898	(3)	D <sup>(1)</sup>	
Series B Preferred Stock	(4)	(4)	Common Stock	3,076,224	(4)	D <sup>(1)</sup>	
Series B Preferred Stock	(4)	(4)	Common Stock	3,834,088	(4)	D <sup>(2)</sup>	
Series C-1 Preferred Stock	(5)	(5)	Common Stock	1,092,329	(5)	D <sup>(1)</sup>	
Series C-1 Preferred Stock	(5)	(5)	Common Stock	1,092,329	(5)	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>Sherpa Ventures Fund, LP</u> <hr/> (Last) (First) (Middle) 800 MARKET STREET, 8TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94102 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Sherpa Ventures Fund II, LP</u> <hr/> (Last) (First) (Middle) 800 MARKET STREET, 8TH FLOOR
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(Street)  
SAN FRANCISCO CA 94102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Sherpa Ventures Fund GP, LLC](#)

(Last) (First) (Middle)  
800 MARKET STREET, 8TH FLOOR

(Street)  
SAN FRANCISCO CA 94102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Sherpa Ventures Fund II GP, LLC](#)

(Last) (First) (Middle)  
800 MARKET STREET, 8TH FLOOR

(Street)  
SAN FRANCISCO CA 94102

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Stanford Scott](#)

(Last) (First) (Middle)  
800 MARKET STREET, 8TH FLOOR

(Street)  
SAN FRANCISCO CA 92102

(City) (State) (Zip)

**Explanation of Responses:**

1. The shares are held directly by Sherpa Ventures Fund, LP ("ACME I"). Sherpa Ventures Fund GP, LLC ("ACME GP I") is the general partner of ACME I. Scott Stanford is the sole managing member of each of ACME GP I and ACME GP II (as defined below) and may be deemed to have voting and investment power with respect to the shares held by ACME I and ACME II (as defined below) and as a result may be deemed to have beneficial ownership of such shares. Each of the reporting persons disclaims beneficial ownership of the shares reported herein except to the extent of his or its respective pecuniary interest therein.
2. The shares are held directly by Sherpa Ventures Fund II, LP ("ACME II"). Sherpa Ventures Fund II GP, LLC ("ACME GP II") is the general partner of ACME II. Scott Stanford is the sole managing member of each of ACME GP I and ACME GP II and may be deemed to have voting and investment power with respect to the shares held by ACME I and ACME II and as a result may be deemed to have beneficial ownership of such shares. Each of the reporting persons disclaims beneficial ownership of the shares reported herein except to the extent of his or its respective pecuniary interest therein.
3. The Series A Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 of Table II without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
4. The Series B Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 of Table II without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
5. The Series C-1 Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 of Table II without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

[SHERPA VENTURES FUND, LP](#) By: [Sherpa Ventures Fund GP, LLC](#), [09/23/2021](#)  
[its general partner](#) By: [/s/ Scott Stanford, Manager](#)

[SHERPA VENTURES FUND II, LP](#) By: [Sherpa Ventures Fund II GP, LLC](#), [09/23/2021](#)

its general partner By: /s/  
Scott Stanford, Manager  
SHERPA VENTURES  
FUND GP, LLC By: /s/ 09/23/2021  
Scott Stanford, Manager  
SHERPA VENTURES  
FUND II GP, LLC By: /s/ 09/23/2021  
Scott Stanford, Manager  
/s/ Scott Stanford 09/23/2021

\*\* 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 5 (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.**