

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person - Khosla Ventures Seed Associates B, LLC		2. Date of Event Requiring Statement (Month/Day/Year) 07/21/2021		3. Issuer Name and Ticker or Trading Symbol Berkshire Grey, Inc. [BGRY]	
(Last) (First) (Middle) 2128 SAND HILL ROAD				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Street) MENLO PARK, CA 94025				5. If Amendment, Date Original Filed(Month/Day/Year) 08/02/2021	
(City) (State) (Zip)				6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> 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)
Class A Common Stock	33,981,955	I	See footnote (1)
Class A Common Stock	1,928,958	I	See footnote (2)
Class A Common Stock	20,657,001	I	See footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of Derivative Security: 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			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures Seed Associates B, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VENTURES SEED B, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VENTURES SEED B (CF), L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures V, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates V, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC, in its capacity as general partner of Khosla Ventures Seed B, L.P.		09/07/2021
<i>Signature of Reporting Person</i>		Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC, in its capacity as general partner of Khosla Ventures Seed B (CF), L.P.		09/07/2021
<i>Signature of Reporting Person</i>		Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Seed Associates B, LLC		09/07/2021
<i>Signature of Reporting Person</i>		Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates V, LLC, in its capacity as general partner of Khosla Ventures V, L.P.		09/07/2021
<i>Signature of Reporting Person</i>		Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates V, LLC		09/07/2021
<i>Signature of Reporting Person</i>		Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC		09/07/2021
<i>Signature of Reporting Person</i>		Date
/s/ John J. Demeter, as attorney in fact for Vinod Khosla		09/07/2021
<i>Signature of Reporting Person</i>		Date

Explanation of Responses:

* 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).

(1) Consists of securities held of record by Khosla Ventures Seed B, L.P. ("KV Seed B"), of which Khosla Ventures Seed Associates B, LLC ("KVA Seed B") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the sole manager of KVA Seed B. Each of KVA Seed B, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed B, and each of KVA Seed B, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed B. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(2) Consists of securities held of record by Khosla Ventures Seed B (CF), L.P. ("KV Seed B (CF)"), of which KVA Seed B is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA Seed B. Each of KVA Seed B, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed B (CF), and each of KVA Seed B, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed B (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) Consists of securities held of record by Khosla Ventures V, L.P. ("KV V"), of which Khosla Ventures Associates V, LLC ("KVA V") is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA V. Each of KVA V, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV V, and each of KVA V, VK Services, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV V. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

This Form 3 amendment is being filed to include KV Seed B, KV Seed B (CF) and KV V as reporting persons. This Form 3 amendment is intended to replace, in its entirety, the Form 3 filed on August 2, 2021

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.