

OMB APPROVAL	
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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>SOFTBANK GROUP CORP.</u>  (Last) (First) (Middle)  <u>1-7-1 KAIGAN</u> <u>MINATO-KU</u>  (Street) <u>TOKYO M0 105-7537</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Berkshire Grey, Inc. [ BGRY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/28/2023</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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock									0	I	See footnote <sup>(1)</sup>

**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				
20% Convertible Senior Note	\$1.4 <sup>(2)</sup>	04/28/2023		p <sup>(3)</sup>		\$12,000,000		(4)	(5)	Class A Common Stock	8,571,428	\$12,000,000	\$12,000,000	I	By Backgammon Investment Corp <sup>(6)</sup>

**Explanation of Responses:**

- SVF II BG (DE) LLC ("SVF II BG") is the record holder of 65,567,317 shares of the Issuer's common stock. SoftBank Vision Fund II-2 L.P. is the sole limited partner of SVF II Aggregator (Jersey) L.P., which is the sole member of SVF II Holdings (DE) LLC, which is the sole member of SVF II BG. SB Global Advisers Limited has been appointed as manager and is exclusively responsible for making all final decisions related to the acquisition, structuring, financing and disposal of SoftBank Vision Fund II-2 L.P.'s investments, including as held by SVF II BG. As a result of entry into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Issuer, SoftBank Group Corp ("SoftBank") and Backgammon Acquisition Corp, a wholly owned subsidiary of SoftBank, and the transactions contemplated thereby, SoftBank may be deemed a member of a group with the entities noted above. SoftBank disclaims beneficial ownership of the securities held by SVF II BG.
- The initial conversion price is approximately \$1.40 per share of Class A Common Stock, subject to adjustment as set forth in the NPA (as defined in Footnote 3).
- In connection with the execution of the Merger Agreement, on March 24, 2023, the Issuer and Backgammon Investment Corp. ("BIC") entered into a Note Purchase Agreement (the "NPA"), pursuant to which, on April 28, 2023, BIC purchased \$12 million principal amount of the 20% Convertible Senior Notes (the "Convertible Notes") of the Issuer.
- At any time after the Merger Agreement has been terminated without consummation of the merger, or in connection with the closing of the merger, the holder of any Convertible Notes may convert any or all of such holder's Convertible Notes into shares of Class A Common Stock.
- The Convertible Notes will mature on the earlier of (i) six months following the termination of the Merger Agreement and (ii) June 30, 2024, unless earlier repurchased or converted.
- Backgammon Investment Corp. is a wholly owned subsidiary of SoftBank.

/s/ Yuko Yamamoto, as Head of Corporate Legal Department 05/01/2023

\*\* 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.