

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Wolff Benjamin G</u> <hr/> (Last) (First) (Middle) C/O SARCOS TECHNOLOGY AND ROBOTICS CORP 650 SOUTH 500 WEST, SUITE 150 <hr/> (Street) SALT LAKE CITY UT 84101 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sarcos Technology &amp; Robotics Corp [ STRC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>PRESIDENT &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/23/2024		A <sup>(1)</sup>		625,000	A	\$0	1,233,787	D	
Common Stock								383,119	I	See footnote <sup>(2)</sup>
Common Stock								904	I	By Spouse

**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
Stock Option (right to buy)	\$52.74	02/27/2024		D	V		170,974	(3)	05/11/2031	Common Stock	170,974	\$0 <sup>(4)</sup>	0	D	

**Explanation of Responses:**

- Represents a restricted stock award ("RSA"). 100% of the RSA vests February 23, 2025, subject to continued service through such date.
- Represents shares held by Mare's Leg Capital, LLC ("MLC"). MLC is an entity wholly owned by Mr. Wolff and his spouse Julie Wolff.
- Vests and becomes exercisable as to 25% of the grant on the one-year anniversary of the closing of the Business Combination, and as to 1/36th of the remaining portion of the grant at the end of each month thereafter, provided that 100% immediately vests and becomes exercisable upon the earlier of (i) a termination of service for reason other than a voluntary termination by Mr. Wolff that is not for "good reason" or a termination by Sarcos for cause, in either case, on or within the twelve (12) month period following the consummation of a change of control or (ii) the death of Mr. Wolff.
- On February 27, 2024, Mr. Wolff voluntarily cancelled an option to purchase 170,974 shares of the Common Stock held by Mr. Wolff. Mr. Wolff voluntarily cancelled his outstanding options in order to make more shares and options available under the Issuer's 2021 Equity Incentive Plan for employee recruiting and retention purposes.

/s/ Benjamin G. Wolff 02/27/2024

\*\* 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.

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