

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 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

1. Name and Address of Reporting Person - <b>Andreessen Horowitz Fund III, L.P.</b> (Last) (First) (Middle) <b>2865 SAND HILL ROAD, SUITE 101,</b> (Street) <b>MENLO PARK, CA 94025</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Cyngn, Inc. [ CYN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>10/22/2021</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	10/22/2021		C		4947110	A	(1)	4947110	1 (2)	By Andreessen Horowitz Fund III, L.P. (2)
Common Stock	10/22/2021		C		287718	A	(1)	287718	1 (2)	By Andreessen Horowitz Fund III, L.P. (2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Series B Preferred Stock	(1)	10/22/2021		C			4947110	(1)	(1)	Common Stock	4947110	\$0.00	0	1 (2)	By Andreessen Horowitz Fund III, L.P. (2)
Series C Preferred Stock	(1)	10/22/2021		C			287718	(1)	(1)	Common Stock	287718	\$0.00	0	1 (2)	By Andreessen Horowitz Fund III, L.P. (2)

#### Explanation of Responses:

- These shares of Preferred Stock automatically converted into shares of the Issuer's Common Stock on a 1-for-1 basis, without payment or further consideration, immediately prior to the consummation of the Issuer's initial public offering.
- These securities are held by Andreessen Horowitz Fund III, L.P., for itself and as nominee for Andreessen Horowitz Fund III-A, L.P., Andreessen Horowitz Fund III-B, L.P., and Andreessen Horowitz Fund III-Q, L.P. (collectively, the "AH Fund III Entities"). AH Equity Partners III, L.L.C. ("AH EP III") is the general partner of the AH Fund III Entities and has sole voting and dispositive power with regard to the securities held by the AH Fund III Entities. Marc Andreessen and Benjamin Horowitz are the managing members of AH EP III and share voting and dispositive power with respect to the shares held by the AH Fund III Entities. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH Fund III Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.

#### Remarks:

Scott Kupor has signed this Form 3 on behalf of Marc Andreessen and Benjamin Horowitz pursuant to a Power of Attorney already on file with the U.S. Securities and Exchange Commission.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreessen Horowitz Fund III, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AH Equity Partners III, L.L.C. 2865 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Marc L 2865 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III-A, L.P. 2865 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III-B, L.P. 2865 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III-Q, L.P. 2865 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025		X		
HOROWITZ BENJAMIN A 2865 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025		X		

**Signatures**

Andreessen Horowitz Fund III, L.P., By: AH Equity Partners III, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer

**10/22/2021**

—Signature of Reporting Person

Date

AH Equity Partners III, L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer

**10/22/2021**

—Signature of Reporting Person

Date

/s/ Scott Kupor, Attorney-in-Fact for Marc L. Andreessen

**10/22/2021**

—Signature of Reporting Person

Date

Andreessen Horowitz Fund III-A, L.P., By: AH Equity Partners III, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer

**10/22/2021**

—Signature of Reporting Person

Date

Andreessen Horowitz Fund III-B, L.P., By: AH Equity Partners III, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer

**10/22/2021**

—Signature of Reporting Person

Date

Andreessen Horowitz Fund III-Q, L.P., By: AH Equity Partners III, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer

**10/22/2021**

—Signature of Reporting Person

Date

/s/ Scott Kupor, Attorney-in-Fact for Benjamin A. Horowitz

**10/22/2021**

—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 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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