

FORM 4

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

OMB APPROVAL
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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 * SPURLOCK STEVEN M (Last) (First) (Middle) C/O BENCHMARK, 2965 WOODSIDE ROAD (Street) WOODSIDE, CA 94062 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Cyngn, Inc. [CYN]	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) <p align="center">10/22/2021</p>		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		8038585	A	(1)	8038585	I	See footnotes (2)
Common Stock	10/22/2021		C		692418	A	(1)	8731003	I	See footnotes (2)
Common Stock	10/22/2021		C		217622	A	(1)	8948625	I	See footnotes (2)
Common Stock	10/22/2021		C		290162	A	(1)	290162	I	See footnotes (3)

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 A Preferred Stock	(1)	10/22/2021		C		8038585		(1)	(1)	Common Stock	8038585	\$0.00	0	I	See footnotes (2)
Series B Preferred Stock	(1)	10/22/2021		C		692418		(1)	(1)	Common Stock	692418	\$0.00	0	I	See footnotes (2)
Series C Preferred Stock	(1)	10/22/2021		C		217622		(1)	(1)	Common Stock	217622	\$0.00	0	I	See footnotes (2)
Series C Preferred Stock	(1)	10/22/2021		C		290162		(1)	(1)	Common Stock	290162	\$0.00	0	I	See footnotes (3)

Explanation of Responses:

- (1) All Series of convertible Preferred Stock automatically converted into shares of the Company's Common Stock on a 1-for-1 basis, without payment or further consideration, immediately prior to the consummation of the Company's initial public offering.
- (2) The shares are held by Benchmark Capital Partners VII, L.P. ("BCP VII"), for itself and as nominee for Benchmark Founders' Fund VII, L.P. ("BFF VII") and Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B"). Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of each of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole voting and dispositive power over such shares. Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Mitchell H. Lasky (a member of the Issuer's board of directors) and Steven M. Spurlock, the managing members of BCMC VII, may be deemed to share voting and dispositive power over these shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities, except to the extent of such person's or entity's pecuniary interest in such securities.
- (3) The shares are held by Benchmark Capital Partners VI, L.P. ("BCP VI"), for itself and as nominee for Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related persons. Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and dispositive power over such shares. Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky (a member of the Issuer's board of

directors) and Steven M. Spurlock, the managing members of BCMC VI, may be deemed to share voting and dispositive power over these shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities, except to the extent of such person or entity's pecuniary interest in such securities.

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPURLOCK STEVEN M C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BALKANSKI ALEXANDRE C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
DUNLEVIE BRUCE C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
FENTON PETER H C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
GURLEY J WILLIAM C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
HARVEY KEVIN C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
KAGLE ROBERT C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Cohler Matt C/O BENCHMARK 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

<u>/s/ An-Yen Hu, by power of attorney for Steven M. Spurlock</u>	<u>10/22/2021</u>
--Signature of Reporting Person	Date
<u>/s/ An-Yen Hu, by power of attorney for Alexandre Balkanski</u>	<u>10/22/2021</u>
--Signature of Reporting Person	Date
<u>/s/ An-Yen Hu, by power of attorney for Bruce W. Dunlevie</u>	<u>10/22/2021</u>
--Signature of Reporting Person	Date
<u>/s/ An-Yen Hu, by power of attorney for Peter H. Fenton</u>	<u>10/22/2021</u>
--Signature of Reporting Person	Date
<u>/s/ An-Yen Hu, by power of attorney for J. William Gurley</u>	<u>10/22/2021</u>
--Signature of Reporting Person	Date
<u>/s/ An-Yen Hu, by power of attorney for Kevin R. Harvey</u>	<u>10/22/2021</u>
--Signature of Reporting Person	Date
<u>/s/ An-Yen Hu, by power of attorney for Robert C. Kagle</u>	<u>10/22/2021</u>

—Signature of Reporting Person

Date

/s/ An-Yen Hu, by power of attorney for Matt Cohler

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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