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

| washington, D.C. 20049   |
|--|
| Schedule 13G   |
| Under the Securities Exchange Act of 1934 (Amendment No.)*   |
| Metagenomi, Inc.   |
| (Name of Issuer)   |
| Common Stock, par value \$0.0001 per share   |
| (Title of Class of Securities)   |
| 59102M104  |
| (CUSIP Number)   |
| February 9, 2024   |
| (Date of Event Which Requires Filing of this Statement)  |
| Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  |
| ☐ Rule 13d-1(b)  |
| ☐ Rule 13d-1(c)  |
| ⊠ Rule 13d-1(d)  |
| *The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.  |
| The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). |
| (Continued on following pages)   |
| Page 1 of 16 Pages Exhibit Index Contained on Page 15  |
| Exhibit Index Contained on Page 15   |

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|-----------------------------------|--|--|---|--------------|--|--|--|--|
|                                   |  |  |   |              |  |  |  |  |
| 1                                 | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures - TrueBridge Fund II, L.P. |  |   |              |  |  |  |  |
| 2                                 | CHECK THE  | APPROPE                                    | (a) □ (b) ⊠                                     |              |  |  |  |  |
| 3                                 | SEC USE ONI  | Y  |   |              |  |  |  |  |
| 4                                 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands   |  |   |              |  |  |  |  |
| NUMBER OF                         |  | 5  | SOLE VOTING POWER 581,577 shares. (1)           |              |  |  |  |  |
| SHARES BENEFICIALLY OWNED BY EACH | 6  | SHARED VOTING POWER See response to row 5. |   |              |  |  |  |  |
| REPORTING<br>PERSON<br>WITH       |  | 7  | SOLE DISPOSITIVE POWER<br>581,577 shares. (1)   |              |  |  |  |  |
|                                   |  | 8  | SHARED DISPOSITIVE POWER See response to row 7. |              |  |  |  |  |
| 9                                 | AGGREGATE<br>REPORTING I   |  | T BENEFICIALLY OWNED BY EACH                    | 581,577 (1)  |  |  |  |  |
| 10                                | CHECK BOX<br>EXCLUDES C  |  |   |              |  |  |  |  |
| 11                                | PERCENT OF   | CLASS R                                    | REPRESENTED BY AMOUNT IN ROW 9                  | 1.6% (2)     |  |  |  |  |
| 12                                | TYPE OF REP  | ORTING                                     | PERSON*   | PN           |  |  |  |  |

- (1) All such shares are held of record by Sozo Ventures TrueBridge Fund II, L.P. ("Fund II"). Sozo Ventures GP II, L.P. ("DGP II"), the general partner of Fund II, and Sozo Ventures UGP II, Ltd. ("UGP II"), the general partner of DGP II, may be deemed to have sole voting and dispositive power with respect to these securities. Phillip Wickham ("Wickham") and Koichiro Nakamura ("Nakamura"), the directors of UGP II, may be deemed to have shared voting and dispositive power with respect to these securities.
- (2) Based on 37,472,351 Common Shares of Metagenomi, Inc. (the "Issuer") outstanding as of March 15, 2024, as set forth in the Issuer's Form 10-K filed with the Securities and Exchange Commission on March 27, 2024 (the "Form 10-K").

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|---|--|---|--------------------------|--------------------------------|--|--------------|--|--|--|--|
|   |  |   |                          |                                |  |              |  |  |  |  |
| 1   | I.R.S. IDENTII   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures GP II, L.P. |                          |                                |  |              |  |  |  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ▷ |   |                          |                                |  |              |  |  |  |  |
| 3   | SEC USE ONL  | Υ   |                          |                                |  |              |  |  |  |  |
| 4   |  | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands   |                          |                                |  |              |  |  |  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |  | 5   | SOLE VOT<br>581,577 sha  | TING POWER ares. (1)           |  |              |  |  |  |  |
|   |  | 6   | SHARED V<br>See respons  | VOTING POWER se to row 5.      |  |              |  |  |  |  |
|   |  | 7   | SOLE DISI<br>581,577 sha | POSITIVE POWER<br>ares. (1)    |  |              |  |  |  |  |
|   |  | 8   | SHARED I<br>See respons  | DISPOSITIVE POWER se to row 7. |  |              |  |  |  |  |
| 9   | AGGREGATE<br>REPORTING I                                       |   | T BENEFICIA              | ALLY OWNED BY EACH             |  | 581,577 (1)  |  |  |  |  |
| 10  | CHECK BOX  |   |                          | AMOUNT IN ROW (9)              |  |              |  |  |  |  |
| 11  | PERCENT OF   | CLASS I   | REPRESENTE               | D BY AMOUNT IN ROW 9           |  | 1.6% (2)     |  |  |  |  |
| 12  | TYPE OF REP  | ORTING  | PERSON*                  |                                |  | PN           |  |  |  |  |

(1) All such shares are held of record by Fund II. DGP II, the general partner of Fund II, and UGP II, the general partner of DGP II, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the directors of UGP II, may be deemed to

(2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

have shared voting and dispositive power with respect to these securities.

| 1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Sozo Ventures UGP II, Ltd.  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  5 SOLE VOTING POWER 581,577 shares. (1) 6 SHARES BENEFICIALLY 6 SHARED VOTING POWER | CUSIP NO. 59102M104 |   |         |             | 13G                   |   | Page 4 of 16 |  |  |  |
|---|---------------------|---|---------|-------------|-----------------------|---|--------------|--|--|--|
| I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Sozo Ventures UGP II, Ltd.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ☑  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF SHARES BENEFICIALLY  5 SOLE VOTING POWER 581,577 shares. (1)  SHARED VOTING POWER              |                     |   |         | •           |                       | • |              |  |  |  |
| 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  5 SOLE VOTING POWER 581,577 shares. (1) 6 SHARED VOTING POWER   | 1                   | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |         |             |                       |   |              |  |  |  |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  SOLE VOTING POWER 581,577 shares. (1)  6 SHARED VOTING POWER  CAYPER SHARED VOTING POWER  SHARED VOTING POWER  | 2                   |   |         |             |                       |   |              |  |  |  |
| Cayman Islands  SOLE VOTING POWER  SHARES BENEFICIALLY  SUBJECTION OF SHARED VOTING POWER  SHARED VOTING POWER  SHARED VOTING POWER   | 3                   | SEC USE ONL   | Υ       |             |                       |   |              |  |  |  |
| NUMBER OF 581,577 shares. (1) SHARES BENEFICIALLY  6 SHARED VOTING POWER  | 4                   |   | -       | CE OF ORGA  | NIZATION              |   |              |  |  |  |
| BENEFICIALLY 6 SHARED VOTING POWER  | SHARES              |   | 5       | ~           |                       |   |              |  |  |  |
| OWNED BY EACH See response to row 5.  |                     |   | 6       |             |                       |   |              |  |  |  |
| PERSON   581 577 shares (1)   |                     |   | 7       |             |                       |   |              |  |  |  |
| 8 SHARED DISPOSITIVE POWER See response to row 7.   |                     |   | 8       |             |                       |   |              |  |  |  |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON 581,577 (1)   | 9                   |   |         | T BENEFICIA | ALLY OWNED BY EACH    |   | 581,577 (1)  |  |  |  |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □  | 10                  |   |         |             |                       |   |              |  |  |  |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.6% (2)   | 11                  | PERCENT OF  | CLASS R | EPRESENTE   | ED BY AMOUNT IN ROW 9 |   | 1.6% (2)     |  |  |  |
| 12 TYPE OF REPORTING PERSON* CO   | 12                  | TYPE OF REP   | ORTING  | PERSON*     |                       |   | СО           |  |  |  |

- (1) All such shares are held of record by Fund II. DGP II, the general partner of Fund II, and UGP II, the general partner of DGP II, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the directors of UGP II, may be deemed to have shared voting and dispositive power with respect to these securities.
- (2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

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|---|--|--|--------------------------|---|--|--|--|--|--|--|
|   |  |  |                          | '   |  |  |  |  |  |  |
| 1   | I.R.S. IDENTII   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures II-S, L.P. |                          |   |  |  |  |  |  |  |
| 2   | CHECK THE A  | APPROPR  | IATE BOX II              | F A MEMBER OF A GROUP*                              | (a) □ (b) ⊠  |  |  |  |  |  |
| 3   | SEC USE ONL  | Y  |                          |   |  |  |  |  |  |  |
| 4   | CITIZENSHIP<br>Cayman Islands  |  | CE OF ORGA               | NIZATION  |  |  |  |  |  |  |
|   | MBER OF  | 5  | SOLE VOT<br>710,817 sha  | TING POWER ares. (1)                                |  |  |  |  |  |  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |  | 6  | SHARED See respons       | VOTING POWER se to row 5.                           |  |  |  |  |  |  |
|   |  | 7  | SOLE DIST<br>710,817 sha | POSITIVE POWER ares. (1)                            |  |  |  |  |  |  |
|   |  | 8  | SHARED I<br>See respons  | DISPOSITIVE POWER se to row 7.                      |  |  |  |  |  |  |
| 9   | AGGREGATE<br>REPORTING F   |  | Γ BENEFICI <i>i</i>      | ALLY OWNED BY EACH                                  | 710,817 (1)  |  |  |  |  |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  □ |  |                          |   |  |  |  |  |  |  |
| 11  | PERCENT OF   | CLASS R  | EPRESENTE                | D BY AMOUNT IN ROW 9                                | 1.9% (2)   |  |  |  |  |  |
| 12  | TYPE OF REP  | ORTING I   | PERSON*                  |   | PN   |  |  |  |  |  |
| (1)   | All such shares a  | are held of  | record by So             | zo Ventures II-S, L.P. ("Fund II-S"). Sozo Ventures | GP II-S, L.P. ("DGP II-S"), the general partner of |  |  |  |  |  |

Fund II-S, and Sozo Ventures UGP II-S, Ltd. ("UGP II-S"), the general partner of DGP II-S, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the directors of UGP II-S, may be deemed to have shared voting and dispositive

(2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

power with respect to these securities.

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|---|--|---|--------------------------|--------------------------------|---|--------------|--|--|--|
|   |  |   |                          |                                | _ |              |  |  |  |
| 1   | I.R.S. IDENTII   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures GP II-S, L.P. |                          |                                |   |              |  |  |  |
| 2   | CHECK THE A  | APPROPRI  | IATE BOX IF              | F A MEMBER OF A GROUP*         |   | (a) □ (b) ⊠  |  |  |  |
| 3   | SEC USE ONL  | Y   |                          |                                |   |              |  |  |  |
| 4   | CITIZENSHIP<br>Cayman Island   |   | E OF ORGA                | NIZATION                       |   |              |  |  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |  | 5   | SOLE VOT<br>710,817 sha  | TING POWER ares. (1)           |   |              |  |  |  |
|   |  | 6   | SHARED V<br>See respons  | VOTING POWER se to row 5.      |   |              |  |  |  |
|   |  | 7   | SOLE DISI<br>710,817 sha | POSITIVE POWER ares. (1)       |   |              |  |  |  |
|   |  | 8   | SHARED I<br>See respons  | DISPOSITIVE POWER se to row 7. |   |              |  |  |  |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7           |   |                          |                                |   |              |  |  |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  □ |   |                          |                                |   |              |  |  |  |
| 11  | PERCENT OF   | CLASS RI  | EPRESENTE                | D BY AMOUNT IN ROW 9           |   | 1.9% (2)     |  |  |  |
| 12  | TYPE OF REP  | ORTING F  | PERSON*                  |                                |   | PN           |  |  |  |
|   | ·  |   |                          |                                |   |              |  |  |  |

(1) All such shares are held of record by Fund II-S. DGP II-S, the general partner of Fund II-S, and UGP II-S, the general partner of DGP II-S, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the directors of UGP II-S, may be

deemed to have shared voting and dispositive power with respect to these securities.

(2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

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|---|---|--|--------------------------|--------------------------------|--------------|--|--|--|--|--|
|   |   |  |                          |                                |              |  |  |  |  |  |
| 1   | I.R.S. IDENTII  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures UGP II-S, Ltd. |                          |                                |              |  |  |  |  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ⊠        |  |                          |                                |              |  |  |  |  |  |
| 3   | SEC USE ONI   | Υ  |                          |                                |              |  |  |  |  |  |
| 4   | CITIZENSHIP<br>Cayman Island  | _  | CE OF ORGA               | NIZATION                       |              |  |  |  |  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH |   | 5  | SOLE VOT<br>710,817 sha  | TING POWER ares. (1)           |              |  |  |  |  |  |
|   |   | 6  | SHARED See respons       | VOTING POWER se to row 5.      |              |  |  |  |  |  |
|   |   | 7  | SOLE DIST<br>710,817 sha | POSITIVE POWER ares. (1)       |              |  |  |  |  |  |
|   |   | 8  | SHARED I<br>See respons  | DISPOSITIVE POWER se to row 7. |              |  |  |  |  |  |
| 9   | AGGREGATE<br>REPORTING I  |  |                          | ALLY OWNED BY EACH             | 710,817 (1)  |  |  |  |  |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |  |                          |                                |              |  |  |  |  |  |
| 11  | PERCENT OF  | CLASS  | REPRESENTE               | ED BY AMOUNT IN ROW 9          | 1.9% (2)     |  |  |  |  |  |
| 12  | TYPE OF REP   | ORTING   | FPERSON*                 |                                | СО           |  |  |  |  |  |
|   |   |  |                          |                                |              |  |  |  |  |  |

- (1) All such shares are held of record by Fund II-S. DGP II-S, the general partner of Fund II-S, and UGP II-S, the general partner of DGP II-S, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the directors of UGP II-S, may be deemed to have shared voting and dispositive power with respect to these securities.
- (2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

| CUSIP NO. 59102M104   |   |   |                          | 1.                             | 3G [ | Page 8 of 16 |  |  |  |  |
|---|---|---|--------------------------|--------------------------------|------|--------------|--|--|--|--|
|   |   |   |                          |                                |      |              |  |  |  |  |
| 1   | I.R.S. IDENTII  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures III, L.P. |                          |                                |      |              |  |  |  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* $ (a)  \Box  (b)  \boxtimes $ |   |                          |                                |      |              |  |  |  |  |
| 3   | SEC USE ONL   | Y   |                          |                                |      |              |  |  |  |  |
| 4   | CITIZENSHIP<br>Delaware   | OR PLAC   | CE OF ORGA               | NIZATION                       |      |              |  |  |  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH |   | 5   | SOLE VOT<br>600,479 sha  | TING POWER ares. (1)           |      |              |  |  |  |  |
|   |   | 6   | SHARED V<br>See respons  | OTING POWER se to row 5.       |      |              |  |  |  |  |
|   |   | 7   | SOLE DISE<br>600,479 sha | POSITIVE POWER ares. (1)       |      |              |  |  |  |  |
|   |   | 8   | SHARED I                 | DISPOSITIVE POWER se to row 7. |      |              |  |  |  |  |
| 9   | AGGREGATE<br>REPORTING I  |   | Γ BENEFICI <i>A</i>      | ALLY OWNED BY EACI             | Н    | 600,479 (1)  |  |  |  |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  □        |   |                          |                                |      |              |  |  |  |  |
| 11  | PERCENT OF  | CLASS R   | EPRESENTE                | D BY AMOUNT IN ROV             | W 9  | 1.6% (2)     |  |  |  |  |
| 12  | TYPE OF REP   | ORTING  | PERSON*                  |                                |      | PN           |  |  |  |  |
|   |   |   |                          |                                |      |              |  |  |  |  |

(1) All such shares are held of record by Sozo Ventures III, L.P. ("Fund III"). Sozo Ventures GP III, L.L.C. ("GP III"), the general partner of Fund III, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the managing members

of GP III, may be deemed to have shared voting and dispositive power with respect to these securities.

(2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

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|---|--|--|--------------------------|--------------------------------|--|--------------|--|--|--|
|   |  |  |                          |                                |  |              |  |  |  |
| 1   | I.R.S. IDENTII   | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Sozo Ventures GP III, L.L.C. |                          |                                |  |              |  |  |  |
| 2   | CHECK THE A  | APPROPR  | IATE BOX IF              | F A MEMBER OF A GROUP*         |  | (a) □ (b) ⊠  |  |  |  |
| 3   | SEC USE ONL  | Υ  |                          |                                |  |              |  |  |  |
| 4   | CITIZENSHIP<br>Delaware  | OR PLAC  | E OF ORGA                | NIZATION                       |  |              |  |  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |  | 5  | SOLE VOT<br>600,479 sha  | TING POWER ares. (1)           |  |              |  |  |  |
|   |  | 6  | SHARED V<br>See respons  | OTING POWER se to row 5.       |  |              |  |  |  |
|   |  | 7  | SOLE DISI<br>600,479 sha | POSITIVE POWER ares. (1)       |  |              |  |  |  |
|   |  | 8  | SHARED I<br>See respons  | DISPOSITIVE POWER se to row 7. |  |              |  |  |  |
| 9   | AGGREGATE<br>REPORTING I   |  | BENEFICIA                | ALLY OWNED BY EACH             |  | 600,479 (1)  |  |  |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  □ |  |                          |                                |  |              |  |  |  |
| 11  | PERCENT OF   | CLASS R  | EPRESENTE                | D BY AMOUNT IN ROW 9           |  | 1.6% (2)     |  |  |  |
| 12  | TYPE OF REP  | ORTING I   | PERSON*                  |                                |  | 00           |  |  |  |
|   |  |  |                          |                                |  |              |  |  |  |

- (1) All such shares are held of record by Fund III. GP III, the general partner of Fund III, may be deemed to have sole voting and dispositive power with respect to these securities. Wickham and Nakamura, the managing members of GP III, may be deemed to have shared voting and dispositive power with respect to these securities.
- (2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

| CUSIP NO. 59102M104   |                              |   |                         | 13G   | Page 10 of 16                                     |  |  |  |  |
|---|------------------------------|---|-------------------------|---|---|--|--|--|--|
|   |                              |   |                         | •   |   |  |  |  |  |
| 1   | I.R.S. IDENTII               | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Phillip Wickham |                         |   |   |  |  |  |  |
| 2   | CHECK THE A                  | APPROPR   | IATE BOX IF             | F A MEMBER OF A GROUP*                            | (a) □ (b) ⊠                                       |  |  |  |  |
| 3   | SEC USE ONI                  | Y   |                         |   |   |  |  |  |  |
| 4   | CITIZENSHIP<br>United States | OR PLAC   | CE OF ORGA              | NIZATION  |   |  |  |  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |                              | 5   | SOLE VOT                | TING POWER  |   |  |  |  |  |
|   |                              | 6   | SHARED V<br>1,892,873 s | VOTING POWER whates. (1)                          |   |  |  |  |  |
|   |                              | 7   | SOLE DISI               | POSITIVE POWER                                    |   |  |  |  |  |
|   |                              | 8   | SHARED I<br>1,892,873 s | DISPOSITIVE POWER. shares. (1)                    |   |  |  |  |  |
| 9   | AGGREGATE<br>REPORTING I     |   | Γ BENEFICIA             | ALLY OWNED BY EACH                                | 1,892,873 (1)                                     |  |  |  |  |
| 10  | CHECK BOX EXCLUDES C         |   |                         |   |   |  |  |  |  |
| 11  | PERCENT OF                   | CLASS R   | EPRESENTE               | D BY AMOUNT IN ROW 9                              | 5.1% (2)  |  |  |  |  |
| 12  | TYPE OF REP                  | ORTING  | PERSON*                 |   | IN  |  |  |  |  |
| (1)   | Consists of (a) 5            | R1 577 sha  | res of the Issu         | er's Common Stock held by Fund II (b) 710 817 sha | res of the Issuer's Common Stock held by Fund II- |  |  |  |  |

- (1) Consists of (a) 581,577 shares of the Issuer's Common Stock held by Fund II, (b) 710,817 shares of the Issuer's Common Stock held by Fund II. S and (c) 600,479 shares of the Issuer's Common Stock held by Fund III. DGP II, the general partner of Fund II, and UGP II, the general partner of DGP II, may be deemed to have sole voting and dispositive power with respect to the shares directly held by Fund II. DGP II-S, the general partner of Fund II-S, and UGP II-S, the general partner of Fund III, may be deemed to have sole voting and dispositive power with respect to the shares directly held by Fund III. Wickham and Nakamura, the directors of UGP II and UGP II-S, and the managing members of GP III, may each be deemed to have shared voting and dispositive power with respect to these securities.
- (2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

| CUSIP NO. 59102M104   |                          |   |                         | 13G  | Page 11 of 16                                      |  |  |  |
|---|--------------------------|---|-------------------------|--|--|--|--|--|
|   |                          |   |                         |  |  |  |  |  |
| 1   | I.R.S. IDENTI            | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Koichiro Nakamura |                         |  |  |  |  |  |
| 2   | CHECK THE                | APPROPR   | IATE BOX II             | F A MEMBER OF A GROUP*                             | (a) □ (b) ⊠  |  |  |  |
| 3   | SEC USE ONI              | Y   |                         |  |  |  |  |  |
| 4   | CITIZENSHIP<br>Japan     | OR PLAC   | CE OF ORGA              | NIZATION   |  |  |  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |                          | 5   | SOLE VOT                | TING POWER   |  |  |  |  |
|   |                          | 6   | SHARED V<br>1,892,873 s | VOTING POWER shares. (1)                           |  |  |  |  |
|   |                          | 7   | SOLE DISE               | POSITIVE POWER                                     |  |  |  |  |
|   |                          | 8   | SHARED I<br>1,892,873 s | DISPOSITIVE POWER. shares. (1)                     |  |  |  |  |
| 9   | AGGREGATE<br>REPORTING I |   | Γ BENEFICI <i>i</i>     | ALLY OWNED BY EACH                                 | 1,892,873 (1)                                      |  |  |  |
| 10  | CHECK BOX<br>EXCLUDES C  |   |                         |  |  |  |  |  |
| 11  | PERCENT OF               | CLASS R   | EPRESENTE               | D BY AMOUNT IN ROW 9                               | 5.1% (2)   |  |  |  |
| 12  | TYPE OF REP              | ORTING  | PERSON*                 |  | IN   |  |  |  |
| (1)   | Consists of (a) 5        | 81.577 sha  | res of the Issu         | er's Common Stock held by Fund II, (b) 710,817 sha | ures of the Issuer's Common Stock held by Fund II- |  |  |  |

- (1) Consists of (a) 581,577 shares of the Issuer's Common Stock held by Fund II, (b) 710,817 shares of the Issuer's Common Stock held by Fund III. DGP II, the general partner of Fund II, and UGP II, the general partner of DGP II, may be deemed to have sole voting and dispositive power with respect to the shares directly held by Fund II. DGP II-S, the general partner of Fund II-S, and UGP II-S, the general partner of DGP II, may be deemed to have sole voting and dispositive power with respect to the shares directly held by Fund II-S. GP III, the general partner of Fund III, may be deemed to have sole voting and dispositive power with respect to the shares directly held by Fund III. Wickham and Nakamura, the directors of UGP II and UGP II-S, and the managing members of GP III, may each be deemed to have shared voting and dispositive power with respect to these securities.
- (2) Based on 37,472,351 Common Shares of the Issuer outstanding as of March 15, 2024, as set forth in the Form 10-K.

| CUSIP NO.  | 59102M104   | 13G  | Page 12 of 16                                     |  |  |  |  |  |
|------------|---|--|---|--|--|--|--|--|
| ITEM 1(A). | NAME OF ISSUER  |  |   |  |  |  |  |  |
|            | Metagenomi, Inc.  |  |   |  |  |  |  |  |
| ITEM 1(B). | ADDRESS OF THE ISSUER'S PE  | RINCIPAL EXECUTIVE OFFICES   |   |  |  |  |  |  |
|            | 5959 Horton Street, 7 <sup>th</sup> Floor<br>Emeryville, California 94608 |  |   |  |  |  |  |  |
| ITEM 2(A). | NAME OF PERSONS FILING  |  |   |  |  |  |  |  |
|            | Ventures UGP II, Ltd. ("UGP II"),<br>UGP II-S, Ltd. ("UGP II-S"), Sozo    | y Sozo Ventures - TrueBridge Fund II, L.P. ("Fund Sozo Ventures Fund II-S, L.P. ("Fund II-S"), Sozo Ventures III, L.P. ("Fund III"), Sozo Ventures GP I ura ("Nakamura"). The foregoing entities and indiv | Ventures GP II-S, L.P. ("GP II-S"), Sozo Ventures |  |  |  |  |  |
| ITEM 2(B). | ADDRESS OF PRINCIPAL BUSINESS OFFICE                                      |  |   |  |  |  |  |  |
|            | The address for each of the Reporting Persons is:                         |  |   |  |  |  |  |  |
|            | 10 California Street<br>Redwood City, California 94063                    |  |   |  |  |  |  |  |
| ITEM 2(C)  | CITIZENSHIP   |  |   |  |  |  |  |  |
|            | See Row 4 of cover page for each Reporting Person.                        |  |   |  |  |  |  |  |
| ITEM 2(D). | TITLE OF CLASS OF SECURITIES  |  |   |  |  |  |  |  |
|            | Common Stock, par value \$0.0001 per share.                               |  |   |  |  |  |  |  |
| ITEM 2(E). | <u>CUSIP NUMBER</u>   |  |   |  |  |  |  |  |
|            | 59102M104   |  |   |  |  |  |  |  |
| ITEM 3.    | Not Applicable.   |  |   |  |  |  |  |  |
| ITEM 4.    | <u>OWNERSHIP</u>  |  |   |  |  |  |  |  |
|            | (a) Amount beneficially owner See Row 9 of cover page 1                   | ed:<br>for each Reporting Person.  |   |  |  |  |  |  |
|            | (b) <u>Percent of Class</u> :<br>See Row 11 of cover page                 | for each Reporting Person.   |   |  |  |  |  |  |

Number of shares as to which such person has:

Sole power to vote or to direct the vote: See Row 5 of cover page for each Reporting Person.

Shared power to vote or to direct the vote:
See Row 6 of cover page for each Reporting Person.

<u>Sole power to dispose or to direct the disposition of:</u> See Row 7 of cover page for each Reporting Person.

<u>Shared power to dispose or to direct the disposition of:</u> See Row 8 of cover page for each Reporting Person.

(c)

(i)

(ii)

(iii)

(iv)

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|---------------------|---|-------|---------------|--|
| ITEM 5.             | OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS  |       |               |  |
|                     | Not applicable.   |       |               |  |
| ITEM 6.             | OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON   |       |               |  |
|                     | Under certain circumstances set forth in the limited partnership agreements of each of Fund II, Fund II-S, Fund III, DGP II and DGP II-S, the memoranda and articles of association of each of UGP II and UGP II-S, and the limited liability company agreement of GP III, the general partners, limited partners, managing members or directors, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a general partner, limited partner, managing member or director, as the case may be. |       |               |  |
| ITEM 7.             | IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY   |       |               |  |
|                     | Not applicable.   |       |               |  |
| ITEM 8.             | IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP   |       |               |  |
|                     | Not applicable.   |       |               |  |
| ITEM 9.             | NOTICE OF DISSOLUTION OF  | GROUP |               |  |
|                     | Not applicable.   |       |               |  |
| ITEM 10.            | <u>CERTIFICATION</u>  |       |               |  |
|                     | Not applicable.   |       |               |  |

Phillip Wickham, Director

Koichiro Nakamura, Director

By: /s/ Koichiro Nakamura

SOZO VENTURES GP II-S, L.P.

By: /s/ Phillip Wickham

By: /s/ Koichiro Nakamura

By: Sozo Ventures UGP II-S, Ltd., its General Partner

Phillip Wickham, Director

Koichiro Nakamura, Director

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EXHIBIT INDEX

Exhibit Found on Sequentially
Numbered Page

Exhibit A: Agreement of Joint Filing

## EXHIBIT A

## Agreement of Joint Filing

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Date: May 10, 2024

| Sozo Ventures - TrueBridge Fund II, L.P.               | Sozo Ventures GP II-S, L.P.                           |
|--|---|
| By: Sozo Ventures GP II, L.P., its General Partner     | By: Sozo Ventures UGP II-S, Ltd., its General Partner |
| By: Sozo Ventures UGP II, Ltd., its General Partner    | By: /s/ Phillip Wickham Phillip Wickham, Director     |
| By: /s/ Phillip Wickham Phillip Wickham, Director      | By: /s/ Koichiro Nakamura Koichiro Nakamura, Director |
| By: /s/ Koichiro Nakamura Koichiro Nakamura, Director  | SOZO VENTURES UGP II-S, LTD.                          |
| Sozo Ventures GP II, L.P.                              | By: /s/ Phillip Wickham Phillip Wickham, Director     |
| By: Sozo Ventures UGP II, Ltd.,<br>its General Partner | By: /s/ Koichiro Nakamura Koichiro Nakamura, Director |
| By: /s/ Phillip Wickham Phillip Wickham, Director      | Sozo Ventures III, L.P.                               |
| By: /s/ Koichiro Nakamura Koichiro Nakamura, Director  | By: Sozo Ventures GP III, L.L.C., its General Partner |
| Sozo Ventures UGP II, Ltd.                             | By: /s/ Phillip Wickham Phillip Wickham, Director     |
| By: /s/ Phillip Wickham Phillip Wickham, Director      | By: /s/ Koichiro Nakamura Koichiro Nakamura, Director |
| By: /s/ Koichiro Nakamura Koichiro Nakamura, Director  | Sozo Ventures GP III, L.L.C.                          |
| Sozo Ventures II-S, L.P.                               | By: /s/ Phillip Wickham Phillip Wickham, Director     |
| By: Sozo Ventures GP II-S, L.P., its General Partner   | By: /s/ Koichiro Nakamura Koichiro Nakamura, Director |
| By: Sozo Ventures UGP II-S, Ltd., its General Partner  | /s/ Phillip Wickham PHILLIP WICKHAM                   |
| By: /s/ Phillip Wickham Phillip Wickham, Director      | /s/ Koichiro Nakamura Koichiro Nakamura               |
| By: /s/ Koichiro Nakamura Koichiro Nakamura, Director  |   |