

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Hoffman-Flynt Katherine</u> _____ (Last) (First) (Middle) <u>985 INDUSTRIAL ROAD</u> _____ (Street) <u>SAN CARLOS CA 94070</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/29/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Presto Automation Inc. [PRST]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001 per share	46,952 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(2)	09/21/2029	Stock Options	20,249	0.42	D
Stock Option (right to buy)	(3)	12/16/2030	Stock Options	8,099	1.44	D
Stock Option (right to buy)	(4)	09/15/2031	Stock Options	16,198	4.73	D

Explanation of Responses:

- Represents shares of common stock, par value \$0.0001 per share ("Common Stock"), including (i) 12,959 shares of Common Stock underlying restricted stock units ("RSUs") pursuant to an RSU grant of 16,198 shares of Common Stock to the reporting person on July 25, 2022 pursuant to the Issuer's 2018 Equity Incentive Plan that vest in equal installments on the annual anniversary of the grant date for a period of five years, subject to the reporting person's continued employment and (ii) 32,000 shares of Common Stock underlying RSUs granted to the reporting person on September 13, 2023 pursuant to the Issuer's 2022 Incentive Award Plan that vest in equal installments on the annual anniversary of the grant date for a period of four years, subject to the reporting person's continued employment. Each RSU represents the right to receive one share of Common Stock upon vesting.
- Stock option was granted to the reporting person on September 22, 2019 under the Issuer's 2018 Equity Incentive Plan. Twenty five percent (25%) of the shares subject to the stock option vested on September 22, 2020 and the remaining shares subject to the option vest in equal installments on the annual anniversary of the grant date for a period of five years, subject to continued service through each such vesting date.
- Stock option was granted to the reporting person on December 17, 2020 under the Issuer's 2018 Equity Incentive Plan. The shares subject to the option vest in equal installments on the annual anniversary of the grant date for a period of five years, subject to continued service through each such vesting date.
- Stock option was granted to the reporting person on September 16, 2021 under the Issuer's 2018 Equity Incentive Plan. The shares subject to the stock option vest in equal installments on the annual anniversary of the grant date for a period of five years, subject to continued service through each such vesting date.

Remarks:

Exhibit 24.1, Power of Attorney

/s/ Susan Shinoff, by power of attorney

12/08/2023

** 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 5 (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.

POWER OF ATTORNEY

The undersigned constitutes and appoints Xavier Casanova and Susan Shinoff, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of Presto Automation Inc. (the "Company") on Schedule 13G or 13D as required under Section 13(d) and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13(d) and Section 16(a) of the Exchange Act, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13G or Schedule 13D as required under Section 13(d) of the Exchange Act or any Form 3, 4 or 5 with the SEC.

Dated: December 8, 2023

/s/ Katherine Hoffman-Flynt

Katherine Hoffman-Flynt