

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Estimated average burden

hours per response: 0.5

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>Gupta Krishna K.</u> (Last) (First) (Middle) <u>C/O PRESTO AUTOMATION INC.</u> <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>09/21/2022</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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	1,200,000 ⁽¹⁾	D	
Common Stock	244,903	I	By Romulus Capital I, L.P. ⁽²⁾
Common Stock	3,691,313	I	By Romulus Capital II, L.P. ⁽³⁾
Common Stock	8,118,894	I	By Romulus Capital III, L.P. ⁽⁴⁾
Common Stock	162,869	I	By Romulus ELC B3 Special Opportunity, L.P. ⁽⁵⁾
Common Stock	652,740	I	By Zaffran Special Opportunities LLC ⁽⁶⁾
Common Stock	279,680	I	By KKG Enterprises LLC ⁽⁷⁾

**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	Title	Amount or Number of Shares			
Earn-Out Shares	(8)	(8)	Common Stock	70,052	(8)	I	By Romulus Capital I, L.P. ⁽²⁾
Earn-Out Shares	(8)	(8)	Common Stock	1,055,865	(8)	I	By Romulus Capital II, L.P. ⁽³⁾
Earn-Out Shares	(8)	(8)	Common Stock	2,322,335	(8)	I	By Romulus Capital III, L.P. ⁽⁴⁾
Earn-Out Shares	(8)	(8)	Common Stock	46,587	(8)	I	By Romulus ELC B3 Special Opportunity, L.P. ⁽⁵⁾
Earn-Out Shares	(8)	(8)	Common Stock	186,710	(8)	I	By Zaffran Special Opportunities LLC ⁽⁶⁾

**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	Title	Amount or Number of Shares			
Earn-Out Shares	(8)	(8)	Common Stock	80,000	(8)	I	By KKG Enterprises LLC ⁽⁷⁾

Explanation of Responses:

1. Represents a grant of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock, \$0.0001 par value per share (the "Common Stock"). The RSUs shall vest as follows 33.33% of the RSUs shall vest on September 30, 2022, an additional 56.67% shall vest in equal monthly installments on the last day of each month during the subsequent 23-month period, and the remaining 10% shall vest on September 21, 2025, subject to the Reporting Person's continued service on each such vesting date.
2. The shares are held directly by Romulus Capital I, L.P. ("Romulus I"). Palatine Hill Ventures GP LLC ("Palatine Hill") is the general partner of Romulus I. The Reporting Person is one of two managing members of Palatine Hill, and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
3. The shares are held directly by Romulus Capital II, L.P. ("Romulus II"). Romulus Capital Partners II, LLC ("Romulus II GP") is the general partner of Romulus II. The Reporting Person is one of two managing members of Romulus II GP, and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Exchange Act.
4. The shares are held directly by Romulus Capital III, L.P. ("Romulus III"). Romulus II GP is the general partner of Romulus III. The Reporting Person is one of two managing members of Romulus II GP, and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Exchange Act.
5. The shares are held directly by Romulus ELC B3 Special Opportunity, L.P. ("Romulus ELC"). Romulus II GP is the general partner of Romulus ELC. The Reporting Person is one of two managing members of Romulus II GP, and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Exchange Act.
6. The shares are held directly by Zaffran Special Opportunities LLC ("Zaffran"). The Reporting Person is the sole general partner of Zaffran, and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Exchange Act.
7. The shares are held directly by KKG Enterprises LLC ("KKG Enterprises"). The Reporting Person is the sole managing member of KKG Enterprises, and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Exchange Act.
8. Each Earn-Out Share represents a contingent right to receive one share of Common Stock. The Earn-Out Shares shall vest and be released upon the satisfaction of certain share price vesting conditions as follows: one-half of the Earn-Out Shares will be issued if the volume weighted average price ("VWAP") of the Issuer's Common Stock equals or exceeds \$12.50 over 20 trading days within any 30 trading day period on or before September 21, 2025, and one-half will be issued if the VWAP of the Issuer's Common Stock equals or exceeds \$15.00 over 20 trading days within any 30 trading day period on or before September 21, 2027.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Krishna K. Gupta

10/03/2022

** 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 Rajat Suri, Ashish Gupta, Colin Diamond, Laura Katherine Mann, Adam Berkaw, Stephen Perry, Rachel Collier and Nico Kroeker as the undersigned's true and lawful attorney-in-fact and agent, 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 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, 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 and Section 16(a), 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 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: August 29, 2022

By: /s/ Krishna K. Gupta

Name: Krishna K. Gupta