

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* Diamandis Peter (Last) (First) (Middle) C/O CELULARITY INC. 170 PARK AVENUE (Street) FLORHAM PARK NJ 07932 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Celularity Inc [CELU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 01/06/2025	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/19/2024		A		67,416 ⁽¹⁾	A	\$0.00	201,723 ⁽²⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$2.225	12/19/2024		A		84,746		(3)	12/19/2034	Class A Common Stock	\$0.00	416,459	D	

Explanation of Responses:

- These shares represent restricted stock units ("RSUs") granted under the Celularity Inc. 2021 Equity Incentive Plan (the "2021 Plan"), with each RSU representing a right to receive one share of the Issuer's Class A common stock. The RSUs shall vest and become exercisable on the earlier of the one-year anniversary of the date of grant, December 19, 2024, and the next annual stockholder meeting, subject to the Reporting Person's continuous service with the Issuer through such date.
- Includes 67,416 RSUs granted under the 2021 Plan, with each RSU representing a right to receive one share of the Issuer's Class A common stock. The RSUs shall vest and become exercisable on the earlier of the one-year anniversary of the date of grant, December 19, 2024, and the next annual stockholder meeting, subject to the Reporting Person's continuous service with the Issuer through such date.
- This option was granted under the 2021 Plan and shall vest and become exercisable on the earlier of the one-year anniversary of the date of grant, December 19, 2024, and the next annual stockholder meeting, subject to the Reporting Person's continuous service with the Issuer through such date.

/s/ Peter Diamandis 03/03/2025

** 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.

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.