

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>Whaley Nathan S.</u> (Last) (First) (Middle) C/O ORIGIN MATERIALS, INC. 930 RIVERSIDE PARKWAY, SUITE 10 (Street) WEST CA 95605 SACRAMENTO CA 95605 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Origin Materials, Inc. [ORGN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/27/2023		M		437	A	\$0.14	120,437	D	
Common Stock	01/27/2023		S ⁽¹⁾		437	D	\$6	120,000	D	
Common Stock	01/30/2023		M		49,563	A	\$0.14	169,563	D	
Common Stock	01/30/2023		S ⁽¹⁾		49,563	D	\$6.0054 ⁽²⁾	120,000	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						Title
Stock Option (Right to Buy)	\$0.14	01/27/2023		M			437	09/01/2020 ⁽³⁾	(3)	Common Stock	437	\$0.00	478,682	D	
Stock Option (Right to Buy)	\$0.14	01/30/2023		M			49,563	09/01/2020 ⁽³⁾	(3)	Common Stock	49,563	\$0.00	429,119	D	

Explanation of Responses:

- Shares sold pursuant to a 10b5-1 Plan dated September 15, 2022.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$6.00 to \$6.0385. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 25% of the Shares subject to the Stock Option shall vest six (6) months after September 1, 2020 (the "Vesting Commencement Date"), and 1/48 of the Shares subject to the Stock Option shall vest on each monthly anniversary of the Vesting Commencement Date thereafter.

Remarks:

Nate Whaley, by /s/ Ron A. Metzger, Attorney-in-Fact 01/31/2023
 ** 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 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.