

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
AMAZON COM INC			Rivian Automotive, Inc. / DE [RIVN]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			
410 TERRY AVENUE NORTH			11/10/2021			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SEATTLE, WA 98109					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Class A Common Stock	11/10/2021		C		86186650	A	(2)	86186650	I	See footnote (1)
Class A Common Stock	11/10/2021		C		30714819	A	(2)	116901469	I	See footnote (1)
Class A Common Stock	11/10/2021		C		27437057	A	(2)	144338526	I	See footnote (1)
Class A Common Stock	11/10/2021		C		4070557	A	(2)	148409083	I	See footnote (1)
Class A Common Stock	11/10/2021		C		7390649	A	(4)	155799732	I	See footnote (1)
Class A Common Stock	11/10/2021		A		2564102	A	\$78.00	158363834	I	See footnote (1)

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(2)	11/10/2021		C			86186650	(2)	(2)	Class A Common Stock	86186650	\$0.00	0	I	See footnote (1)
Series D Preferred Stock	(2)	11/10/2021		C			30714819	(2)	(2)	Class A Common Stock	30714819	\$0.00	0	I	See footnote (1)
Series E Preferred Stock	(2)	11/10/2021		C			27437057	(2)	(2)	Class A Common Stock	27437057	\$0.00	0	I	See footnote (1)
Series F Preferred Stock	(2)	11/10/2021		C			4070577	(2)	(2)	Class A Common Stock	4070577	\$0.00	0	I	See footnote (1)
Warrant (Right to Purchase)	\$9.089	11/10/2021		C			3723050	(3)	9/16/2029	Series C Preferred Stock	3723050	(3)	0	I	See footnote (1)
Warrant (Right to Purchase)	\$9.089	11/10/2021		C			3723050		11/10/2021	Class A Common Stock	3723050	(3)	3723050	I	See footnote (1)
Convertible Notes	\$66.30 (4)	11/10/2021		C			\$490000000.00 (4)	(4)	7/23/2026	Class A Common Stock	7390649	\$0.00	0	I	See footnote (1)

Explanation of Responses:

(1) Amazon.com NV Investment Holdings LLC, a wholly-owned subsidiary of Amazon.com, Inc. ("Amazon"), is the record holder of the securities listed in this Form 4.

- (2) Upon the closing of the Issuer's initial public offering, each share of Series A Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series F Preferred Stock (collectively, the "Preferred Stock") automatically converted into one share of the Issuer's Class A common stock, par value \$0.001 per share (the "Class A Common Stock"). The shares of Preferred Stock had no expiration date.
- (3) Upon the closing of the Issuer's initial public offering, the warrant to purchase Series C Preferred Stock automatically converted into a warrant to purchase an equivalent number of Class A Common Stock at the same exercise price.
- (4) Upon the closing of the Issuer's initial public offering, the Convertible Notes automatically converted into shares of Class A Common Stock at a conversion price equal to the lesser of: (i) \$71.03 and (ii) the product of (x) the initial public offering price per share of \$78.00 multiplied by (y) the applicable discount rate determined by reference to the time of conversion (0.85).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMAZON COM INC 410 TERRY AVENUE NORTH SEATTLE, WA 98109	X	X		

Signatures

/s/ David A. Zapolsky, Senior Vice President

11/12/2021

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.

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