

FORM 4

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

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

**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 * Neman Jonathan <small>(Last) (First) (Middle)</small> C/O SWEETGREEN, INC., 3102 36TH STREET <small>(Street)</small> LOS ANGELES, CA 90018 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Sweetgreen, Inc. [SG] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/28/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p align="center">CHIEF EXECUTIVE OFFICER</p>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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 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	10/28/2024		C		1,010	A	\$0 (1)	1,010	I	See footnote (2)
Class A Common Stock	10/28/2024		S		1,010 (2)	D	\$40.01 (2)	0	I	See footnote (2)
Class A Common Stock	10/28/2024		M		1,263	A	\$0.96	1,931,491 (2)	D	
Class A Common Stock	10/28/2024		S		1,263 (2)	D	\$40.01 (2)	1,930,228 (2)	D	
Class A Common Stock								943,991	I	See footnote (2)
Class A Common Stock								50,000	I	By spouse

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

1. Title of Derivate 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				
Class B Common Stock	(1)	10/28/2024		C		1,010		(1)	(1)	Class A Common Stock	1,010	\$0	3,670,816	I	See footnote (2)
Stock Option (Right to Buy)	\$0.96	10/28/2024		M		1,263		(2)	12/8/2024	Class A Common Stock	1,263	\$0	77,487	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	177,040		177,040	I	See footnote (2)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	500,000		500,000	I	See footnote (2)

Explanation of Responses:

(1) Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.

- (2) The shares are held by Jonathan Neman Revocable Trust U/T/A dated October 7, 2016.
- (3) The shares were sold pursuant to a 10b5-1 plan dated June 10, 2024.
- (4) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.05. The reporting person will provide to the SEC, the issuer or security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Includes 1,800,000 shares subject to restricted stock units that vest over time and if and to the extent the issuer's stock price reaches specified levels.
- (6) The shares are held by the JDRB Trust.
- (7) Fully vested.
- (8) The shares are held by Nicolas H. Jammet, as Trustee of the Jonathan Neman 2014 GRAT.
- (9) The shares are held by the Neman Descendants Trust U/T/A dated September 3, 2021.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neman Jonathan C/O SWEETGREEN, INC. 3102 36TH STREET LOS ANGELES, CA 90018	X		CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Ashley Van, Attorney-in-Fact

10/30/2024

**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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