

FORM 4

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 * a16z Seed-III, LLC (Last) (First) (Middle) 2865 SAND HILL ROAD, SUITE 101 (Street) MENLO PARK, CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Coinbase Global, Inc. [COIN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☒ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 4/1/2021		6. Individual or Joint/Group Filing (Check Applicable Line) ☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	4/1/2021		C(1)		27630	A	\$0.00 (2)	27630	I	By Andreessen Horowitz Fund III, L.P. (3)
Class A Common Stock	4/1/2021		C(4)		5407949	A	\$0.00 (5)	5435579	I	By Andreessen Horowitz Fund III, L.P. (3)
Class A Common Stock	4/1/2021		C(6)		107370	A	\$0.00 (5)	107370	I	By a16z Seed-III, LLC (7)
Class A Common Stock	4/1/2021		C(8)		454334	A	\$0.00 (5)	454334	I	By AH Parallel Fund III, L.P. (9)(10)
Class A Common Stock								4618842	I	By Andreessen Horowitz LSV Fund I, L.P. (11)
Class A Common Stock								869565	I	By CNK Fund I, L.P. (12)

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				
Class B Common Stock	(5)	4/1/2021		C		257688		(5)	(5)	Class A Common Stock	257688	\$0.00 (5)	429480	I	By a16z Seed-III, LLC (7)
Class B Common Stock	(5)	4/1/2021		C		21714684		(5)	(5)	Class A Common Stock	21714684	\$0.00 (5)	21714684	I	By Andreessen Horowitz Fund III, L.P. (3)
Class B Common Stock	(5)	4/1/2021		C		1817334		(5)	(5)	Class A Common Stock	1817334	\$0.00 (5)	1817334	I	By AH Parallel Fund III, L.P. (9)(10)
Class B Common Stock	(5)	4/1/2021		C (6)			107370	(5)	(5)	Class A Common Stock	107370	\$0.00 (5)	322110	I	By a16z Seed-III, LLC (7)

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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(5)	4/1/2021		C (8)			454334	(5)	(5)	Class A Common Stock	454334	\$0.00 (5)	1363000	I	By AH Parallel Fund III, L.P. (9)(10)
Class B Common Stock	(5)	4/1/2021		C (4)			5407949	(5)	(5)	Class A Common Stock	5407949	\$0.00 (5)	16306735	I	By Andreessen Horowitz Fund III, L.P. (3)
Series A Preferred Stock	(13)	4/1/2021		C			257688	(13)	(13)	Class B Common Stock	257688	\$0.00 (13)	0	I	By a16z Seed-III, LLC (7)
Series B Preferred Stock	(13)	4/1/2021		C			19182924	(13)	(13)	Class B Common Stock	19182924	\$0.00 (13)	0	I	By Andreessen Horowitz Fund III, L.P. (3)
Series C Preferred Stock	(13)	4/1/2021		C			2531760	(13)	(13)	Class B Common Stock	2531760	\$0.00 (13)	0	I	By Andreessen Horowitz Fund III, L.P. (3)
Series D Preferred Stock	(13)	4/1/2021		C			1817334	(13)	(13)	Class B Common Stock	1817334	\$0.00 (13)	0	I	By AH Parallel Fund III, L.P. (9)(10)
Series E Preferred Stock	(2)	4/1/2021		C (1)			27630	(2)	(2)	Class A Common Stock	27630	\$0.00 (2)	0	I	By Andreessen Horowitz Fund III, L.P. (3)

Explanation of Responses:

- (1) Represents the conversion of 27,630 shares of Series E Preferred Stock held of record by Andreessen Horowitz Fund III, L.P. into Class A Common Stock.
- (2) The Series E Preferred Stock is convertible into Class A Common Stock on a 1:1 basis and has no expiration date. Upon the effectiveness of the Issuer's Registration Statement on Form S-1, all shares of Series E Preferred Stock automatically converted into shares of Class A Common Stock of the Issuer.
- (3) These securities are held by Andreessen Horowitz Fund III, L.P., for itself and as nominee for Andreessen Horowitz Fund III-A, L.P., Andreessen Horowitz Fund III-B, L.P., and Andreessen Horowitz Fund III-Q, L.P. (collectively, the "AH Fund III Entities"). AH Equity Partners III, L.L.C. ("AH EP III"), the general partner of the AH Fund III Entities, has sole voting and dispositive power with regard to the securities held by the AH Fund III Entities. Marc Andreessen and Ben Horowitz are the managing members of AH EP III and share voting and dispositive power with respect to the shares held by the AH Fund III Entities. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH Fund III Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
- (4) Represents the conversion of 5,407,949 shares of Class B Common Stock held of record by Andreessen Horowitz Fund III, L.P. into Class A Common Stock.
- (5) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- (6) Represents the conversion of 107,370 shares of Class B Common Stock held of record by a16z Seed-III, LLC into Class A Common Stock.
- (7) These securities are held of record by a16z Seed-III, LLC ("a16z Seed"). The securities held directly by a16z Seed are indirectly held by the AH Fund III Entities, the members of a16z Seed. AH EP III, the general partner of the AH Fund III Entities, has sole voting and dispositive power with regard to the shares held by a16z Seed. Marc Andreessen and Ben Horowitz are the managing members of AH EP III and share voting and dispositive power with respect to the shares held by a16z Seed. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by a16z Seed and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
- (8) Represents the conversion of 454,334 shares of Class B Common Stock held of record by AH Parallel Fund III, L.P. into Class A Common Stock.
- (9) These securities are held by AH Parallel Fund III, L.P., for itself and as nominee for AH Parallel Fund III-A, L.P., AH Parallel Fund III-B, L.P., and AH Parallel Fund III-Q, L.P. (collectively, the "AH Parallel Fund III Entities"). AH Equity Partners III (Parallel), L.L.C. ("AH EP III Parallel"), the general partner of the AH Parallel Fund III Entities, has sole voting and dispositive power with regard to the shares held by the AH Parallel Fund III Entities. Marc Andreessen and Ben Horowitz are the managing members of AH EP III Parallel and share voting and dispositive power with respect to the shares held by the AH Parallel Fund III Entities.
- (10) (Continued from Footnote 9) Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH Parallel Fund III Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
- (11) These securities are held by Andreessen Horowitz LSV Fund I, L.P., for itself and as nominee for Andreessen Horowitz LSV Fund I-B, L.P. and

Andreessen Horowitz LSV Fund I-Q, L.P. (collectively, the "AH LSV Fund I Entities"). AH Equity Partners LSV I, L.L.C. ("AH EP LSV I"), the general partner of the AH LSV Fund I Entities, has sole voting and dispositive power with regard to the shares held by the AH LSV Fund I Entities. Marc Andreessen and Ben Horowitz are the managing members of AH EP LSV I and share voting and dispositive power with respect to the shares held by the AH LSV Fund I Entities. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH LSV Fund I Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.

- (12) These securities are held by CNK Fund I, L.P., for itself and as nominee for CNK Fund I-B, L.P. and CNK Fund I-Q, L.P. (collectively, the "CNK Fund I Entities"). CNK Equity Partners I, L.L.C. ("CNK EP I"), the general partner of the CNK Fund I Entities, has sole voting and dispositive power with regard to the shares held by the CNK Fund I Entities. Marc Andreessen, Christopher Dixon and Ben Horowitz are the managing members of CNK EP I and share voting and dispositive power with respect to the shares held by the CNK Fund I Entities. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the CNK Fund I Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
- (13) The Series A, Series B, Series C and Series D Preferred Stock are each convertible into Class B Common Stock on a 1:1 basis and have no expiration date. Upon the effectiveness of the Issuer's Registration Statement on Form S-1, all shares of Series A, Series B, Series C and Series D Preferred Stock automatically converted into shares of Class B Common Stock of the Issuer.

Remarks:

This Form 4 is one of three Form 4s filed relating to the same event. Combined, the three reports report the holdings and/or transactions for the following reporting persons: Andreessen Horowitz Fund III, L.P., Andreessen Horowitz Fund III-A, L.P., Andreessen Horowitz Fund III-B, L.P., Andreessen Horowitz Fund III-Q, L.P., AH Equity Partners LSV I, L.L.C., Andreessen Horowitz LSV Fund I, L.P., Andreessen Horowitz LSV Fund I-B, L.P., Andreessen Horowitz LSV Fund I-Q, L.P., AH Parallel Fund III, L.P., AH Parallel Fund III-A, L.P., AH Parallel Fund III-B L.P., AH Parallel Fund III-Q, L.P., a16z Seed-III, LLC, CNK Equity Partners I, L.L.C., CNK Fund I, L.P., CNK Fund I-B, L.P., CNK Fund I-Q, L.P., AH Equity Partners III, L.L.C., AH Equity Partners III (Parallel), L.L.C., Christopher Dixon and Benjamin Horowitz. This Form 4 has been split into three filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
a16z Seed-III, LLC 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III-A, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III-B, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
Andreessen Horowitz Fund III-Q, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AH Parallel Fund III, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AH Parallel Fund III-A, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AH Parallel Fund III-B, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AH Parallel Fund III-Q, L.P. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		
AH Equity Partners III, L.L.C. 2865 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025		X		

Signatures

a16z Seed-III, LLC, By /s/ Scott Kupor, Scott Kupor, Chief Operating Officer

4/5/2021

—Signature of Reporting Person

Date

Andreessen Horowitz Fund III, L.P., By: AH Equity Partners III, L.L.C., Its General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
Andreessen Horowitz Fund III-A, L.P., By: AH Equity Partners III, L.L.C., Its General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
Andreessen Horowitz Fund III-B, L.P., By: AH Equity Partners III, L.L.C., Its General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
Andreessen Horowitz Fund III-Q, L.P., By: AH Equity Partners III, L.L.C., Its General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
AH Parallel Fund III, L.P., By: AH Equity Partners III (Parallel), L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
AH Parallel Fund III-A, L.P., By: AH Equity Partners III (Parallel), L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
AH Parallel Fund III-B, L.P., By: AH Equity Partners III (Parallel), L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
AH Parallel Fund III-Q, L.P., By: AH Equity Partners III (Parallel), L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—Signature of Reporting Person	Date
AH Equity Partners III, L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer	4/5/2021
—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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