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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

**Rockley Photonics Holdings Limited**

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(Name of Issuer)

Ordinary Shares, \$0.000004026575398 par value per share

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(Title of Class of Securities)

G7614L109

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(CUSIP Number)

May 27, 2022

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ROC SPV XIX LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES

6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

11,500,000\*

7. SOLE DISPOSITIVE POWER

EACH  
REPORTING

0

PERSON WITH

8. SHARED DISPOSITIVE POWER

11,500,000\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,500,000\*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%\*

12. TYPE OF REPORTING PERSON (see instructions)

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ATW Partners Opportunities Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES

6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

13,917,571\*

7. SOLE DISPOSITIVE POWER

EACH  
REPORTING

0

8. SHARED DISPOSITIVE POWER

PERSON WITH

13,917,571\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,917,571\*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%\*

12. TYPE OF REPORTING PERSON (see instructions)

IA, OO

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Antonio Ruiz-Gimenez

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Spain

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5. SOLE VOTING POWER

0

NUMBER OF  
SHARES

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6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

13,917,571\*

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7. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

0

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8. SHARED DISPOSITIVE POWER

13,917,571\*

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,917,571\*

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%\*

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12. TYPE OF REPORTING PERSON (see instructions)

IN, HC

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kerry Propper

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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5. SOLE VOTING POWER

35,000

NUMBER OF  
SHARES

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6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

13,917,571\*

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7. SOLE DISPOSITIVE POWER

EACH  
REPORTING

35,000

PERSON WITH

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8. SHARED DISPOSITIVE POWER

13,917,571\*

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,952,571\*

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%\*

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12. TYPE OF REPORTING PERSON (see instructions)

IN, HC

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**Item 1.**

- (a) Name of Issuer  
Rockley Photonics Holdings Limited (the "Issuer")

Address of Issuer's Principal Executive Offices

- (b) 3<sup>rd</sup> Floor, 1 Ashley Road  
Altrincham, Cheshire, United Kingdom

**Item 2.**

Name of Person Filing:

ROC SPV XIX LLC\*

- (a) ATW Partners Opportunities Management, LLC\*  
Antonio Ruiz-Gimenez\*  
Kerry Propper\*

Address of the Principal Office or, if none, residence

- (b) 17 State Street, Suite 2100  
New York, NY 10004

Citizenship

ROC SPV XIX LLC – Delaware

- (c) ATW Partners Opportunities Management, LLC – Delaware  
Antonio Ruiz-Gimenez – Spain  
Kerry Propper – United States

Title of Class of Securities

- (d) Ordinary Shares, \$0.000004026575398 par value per share

CUSIP Number

- (e) G7614L109

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: N/A**

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

ROC SPV XIX LLC – 35,551,947\*

- (a) ATW Partners Opportunities Management, LLC – 36,160,705\*  
Antonio Ruiz-Gimenez – 36,160,705\*  
Kerry Propper – 36,195,705\*

Percent of class:

ROC SPV XIX LLC – 8.2%\*

- (b) ATW Partners Opportunities Management, LLC – 9.9%\*  
Antonio Ruiz-Gimenez – 9.9%\*  
Kerry Propper – 9.9%\*
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(c) Number of shares as to which the person has:

Sole power to vote or to direct the vote  
ROC SPV XIX LLC – 0

- (i) ATW Partners Opportunities Management, LLC – 0  
Antonio Ruiz-Gimenez – 0  
Kerry Propper – 35,000

Shared power to vote or to direct the vote  
ROC SPV XIX LLC – 11,500,000\*

- (ii) ATW Partners Opportunities Management, LLC – 13,917,571\*  
Antonio Ruiz-Gimenez – 13,917,571\*  
Kerry Propper – 13,917,571\*

Sole power to dispose or to direct the disposition of  
ROC SPV XIX LLC – 0

- (iii) ATW Partners Opportunities Management, LLC – 0  
Antonio Ruiz-Gimenez – 0  
Kerry Propper – 35,000

Shared power to dispose or to direct the disposition of  
ROC SPV XIX LLC – 11,500,000\*

- (iv) ATW Partners Opportunities Management, LLC – 13,917,571\*  
Antonio Ruiz-Gimenez – 13,917,571\*  
Kerry Propper – 13,917,571\*

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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\* Certain of the ordinary shares (“Shares”) reported herein are held by special purpose vehicles (“SPVs”) managed by ATW Partners Opportunities Management, LLC (the “Adviser”) and certain of the Shares reported herein are held by Kerry Propper directly. Antonio Ruiz-Gimenez and Mr. Propper serve as the managing members of the Adviser.

By virtue of the relationships, the Reporting Persons may be deemed to have shared voting and dispositive power with respect to the Shares owned directly by the SPVs. This report shall not be deemed an admission that the Reporting Persons are beneficial owners of the Shares for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Each of the Reporting Persons disclaims beneficial ownership of the Shares reported herein except to the extent of the Reporting Person’s pecuniary interest therein.

As of the date of the event which requires this filing, SPV XIX LLC (“SPV XIX”) has (i) warrants to purchase 11,850,649 Shares at an exercise price of \$5.00 per Share (“Warrants”); (ii) \$36,500,000 principal amount of Convertible Senior Secured Notes due 2026 (“Notes”), which are convertible into 11,850,649 Shares per the initial conversion price of \$3.08 per Share; and (iii) the option to acquire an additional \$36,500,000 principal amount of Notes, which option is exercisable for a period of 12 months following the effective date of the registration statement covering the Shares underlying the Notes. Each of (i) through (iii) is subject to certain beneficial ownership limitations. The Warrants are subject to a blocker which prevents SPV XIX from exercising the Warrants to the extent that, upon such exercise, SPV XIX, together with its affiliates, would beneficially own in excess of 9.99% Shares outstanding as a result of the exercise (the “Warrant Blocker”). The Notes are subject to a blocker which prevents SPV XIX from converting the Notes to the extent that, upon such conversion it would cause SPV XIX, together with its affiliates, to beneficially own in excess of 9.90% of the Shares outstanding as a result of the conversion (the “Notes Blocker,” together with the Warrant Blocker, the “Blocker”).

Percent of class is based upon a statement in the Issuer’s 10-Q filed on May 12, 2022, that there were 129,005,167 Shares outstanding as of May 5, 2022, plus the approximate total number of Shares that the Reporting Persons have the right to acquire upon conversion of Notes and exercise of Warrants, subject to the Beneficial Ownership Limitations, which amount has been added to the Shares outstanding in accordance with Rule 13d-3(d)(i)(1) under the Act.

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**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

N/A

**Item 8. Identification and Classification of Members of the Group.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certification.**

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 23, 2022

ROC SPV XIX LLC

By: /s/ Antonio Ruiz-Gimenez  
Antonio Ruiz-Gimenez, Managing Member

ATW Partners Opportunities Management, LLC

By: /s/ Antonio Ruiz-Gimenez  
Antonio Ruiz-Gimenez, Managing Member

Antonio Ruiz-Gimenez

By: /s/ Antonio Ruiz-Gimenez  
Individually

Kerry Propper

By: /s/ Kerry Propper  
Individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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JOINT FILING STATEMENT  
PURSUANT TO RULE 13D-1(K)(1)

The undersigned hereby consent and agree to the joint filing of Schedule 13G under the Securities Exchange Act of 1934, as amended, with respect to the Ordinary Shares of Rockley Photonics Holdings Limited, together with any or all amendments thereto, when and if required. The parties hereto further consent and agree to file this Joint Filing Statement pursuant to Rule 13d-1(k)(1)(iii) as an exhibit to Schedule 13G, thereby incorporating the same into such Schedule 13G.

This Joint Filing Statement may be terminated by any of the undersigned upon written notice or such lesser period of notice as the undersigned may mutually agree.

Dated: June 23, 2022

ROC SPV XIX LLCs

By: /s/ Antonio Ruiz-Gimenez  
Antonio Ruiz-Gimenez, Managing Member

ATW Partners Opportunities Management, LLC

By: /s/ Antonio Ruiz-Gimenez  
Antonio Ruiz-Gimenez, Managing Member

Antonio Ruiz-Gimenez

By: /s/ Antonio Ruiz-Gimenez  
Individually

Kerry Propper

By: /s/ Kerry Propper  
Individually

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