
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 13G**

Under the Securities Exchange Act of 1934
(Amendment No.)*

Rockley Photonics Holdings Limited

(Name of Issuer)

Ordinary shares, \$0.000004026575398 par value per share

(Title of Class of Securities)

G7614L109

(CUSIP Number)

May 26, 2022

(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 the disclosures provided in a prior cover page.

The information required in 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).

1	NAMES OF REPORTING PERSONS Wazee Street Capital Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 14,317,982 (see item 4)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 14,317,982 (see item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,317,982 (see item 4)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.99% (see item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA, OO	

1	NAMES OF REPORTING PERSONS Wazee Street Opportunities Fund V LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 14,317,982 (see item 4)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 14,317,982 (see item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,317,982 (see item 4)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.99% (see item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS R. Michael Collins	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 14,317,982 (see item 4)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 14,317,982 (see item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,317,982 (see item 4)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.99% (see item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN, HC	

CUSIP No. G7614L109

Item 1. (a). Name of Issuer:
Rockley Photonics Holdings Limited
(b). Address of issuer's principal executive offices:
3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom

Item 2. (a). Name of person filing:
This statement is filed by (i) Wazee Street Opportunities Fund V LP, a Delaware limited partnership ("Fund V"); (ii) Wazee Street Capital Management LLC, a Delaware limited liability company ("Wazee Capital"), which serves as the investment manager to Fund V; and (iii) R. Michael Collins, the controlling member Wazee Capital ("Mr. Collins" and, together with Fund V and Wazee Capital, the "Reporting Persons"). The Reporting Persons may be deemed to share voting and dispositive power with respect to the Ordinary Shares (as defined below) reported herein.
(b). Address of principal business office or, if none, residence:
The address of the business office of the Reporting Persons is 8101 E Prentice Ave, Greenwood Village, CO 80111
(c). Citizenship:
Wazee Capital and Fund V are organized under the laws of the State of Delaware. Mr. Collins is a United States citizen.
(d). Title of class of securities:
Ordinary shares, \$0.00004026575398 par value per share ("Ordinary Shares")
(e). CUSIP No.:
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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.(a) Amount beneficially owned:

Each of the Reporting Persons is deemed to be the beneficial owner of 14,317,982 Ordinary Shares, which amount includes: (i) warrants to purchase 6,493,506 Ordinary Shares at an exercise price of \$5.00 per Ordinary Share (“Warrants”); (ii) \$20,000,000 principal amount of Convertible Senior Secured Notes due 2026 (“Notes”), which is convertible into 6,493,506 Ordinary Shares based on the initial conversion price of \$3.08 per Ordinary Share; and (iii) the option to acquire an additional \$20,000,000 principal amount of Notes, which option is exercisable for a period of 12 months following the effective date of the registration statement covering the Ordinary Shares underlying the Notes, with each of (i) through (iii) subject to the Beneficial Ownership Limitations (defined below). The Warrants are subject to a blocker which prevents the holder from exercising the Warrants to the extent that, upon such exercise, the holder would beneficially own in excess of 9.99% of the Ordinary Shares outstanding as a result of the exercise (the “Warrant Ownership Limitation”). The Notes are subject to a blocker which prevents the holder from converting the Notes to the extent that, upon such conversion, the holder would beneficially own in excess of 9.90% of the Ordinary Shares outstanding as a result of the conversion (the “Notes Ownership Limitation” and, together with the Warrant Ownership Limitation, the “Beneficial Ownership Limitations”).

(b) Percent of class:

Each of the Reporting Persons is deemed to beneficially own approximately 9.99% of the Ordinary Shares.

Percent of class is calculated based on 129,005,167 Ordinary Shares outstanding as of May 5, 2022, as reported in the Issuer’s Form 8-K filed on May 12, 2022, plus the total number of Ordinary 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 Ordinary Shares outstanding in accordance with Rule 13d-3(d)(i)(1) under the Act.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote	<u>0</u>
(ii) Shared power to vote or to direct the vote	<u>14,317,982</u>
(iii) Sole power to dispose or to direct the disposition of	<u>0</u>
(iv) Shared power to dispose or to direct the disposition of	<u>14,317,982</u>

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 Persons have 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.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See disclosure in Item 2(a) hereof.

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

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, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP No. G7614L109

SIGNATURE

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 13, 2022

R. Michael Collins
Wazee Street Capital Management LLC
Wazee Street Opportunities Fund V LP

By: /s/ R. Michael Collins

R. Michael Collins, for himself and as President and Chief Investment Officer of Wazee Street Capital Management LLC, for itself and as investment manager of Wazee Street Opportunities Fund V LP

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).

AGREEMENT

Each of the undersigned hereby consents and agrees to this joint filing to Schedule 13G for the Ordinary Shares of Rockley Photonics Holdings Limited.

Dated: June 13, 2022

R. Michael Collins
Wazee Street Capital Management LLC
Wazee Street Opportunities Fund V LP

By: /s/ R. Michael Collins

R. Michael Collins, for himself and as President and Chief Investment Officer of Wazee Street Capital Management LLC, for itself and as investment manager of Wazee Street Opportunities Fund V LP
