

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>GV 2016 GP, L.L.C.</u> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Starco Brands, Inc. [STCB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/15/2025		J ⁽¹⁾ (2)		47,980,156	A	(1)(2)	147,490,961	I	By GV 2016, L.P. ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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				

1. Name and Address of Reporting Person * <u>GV 2016 GP, L.L.C.</u> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>GV 2016 GP, L.P.</u> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> (City) (State) (Zip)

1. Name and Address of Reporting Person *

GV 2016, L.P.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Alphabet Inc.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

Explanation of Responses:

1. The Reporting Persons received these securities for no additional consideration, effective May 15, 2025, as a post-closing purchase price adjustment (the "Second Post-Closing Adjustment") under the terms of that certain Agreement and Plan of Merger (the "Merger Agreement"), dated February 14, 2023, entered into by and among: (i) the Issuer; (ii) Starco Merger Sub I, Inc., a Delaware corporation; (iii) Soylent Nutrition, Inc., a Delaware corporation ("Soylent"); and (iv) Hamilton Start, LLC, solely in its capacity as the representative of the Soylent equityholders, in connection with the February 15, 2023 sale of Soylent to the Issuer, as subsequently modified by that certain Stockholder Agreement (the "Stockholder Agreement") entered into on March 15, 2024, by and between the Issuer and certain Soylent stockholders.

2. Pursuant to the Merger Agreement as amended by the Stockholder Agreement, the 2016 Partnership was entitled to receive additional shares of the Issuer's Class A Common Stock for no additional consideration if the volume weighted average trading price of the Issuer's Class A Common Stock was less than \$0.35 per share for each of the 30-trading day periods ending on: (i) February 14, 2024 and (ii) May 15, 2025. The reported transaction represents the release of the Second Post-Closing Adjustment.

3. The securities reported in this row are directly held by GV 2016, L.P. (the "2016 Partnership"). The general partner of the 2016 Partnership is GV 2016 GP, L.P. ("2016 GP"). The general partner of 2016 GP is GV 2016 GP, L.L.C. ("2016 LLC"). The sole managing member of 2016 LLC is Alphabet Holdings LLC ("Alphabet Holdings"). The sole managing member of Alphabet Holdings is XXVI Holdings Inc. ("XXVI"). The controlling stockholder of XXVI is Alphabet Inc. Each of 2016 GP, 2016 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the 2016 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

/s/ Inga Goldbard, General
Counsel of GV 2016 GP, L.L.C. 05/19/2025

/s/ Inga Goldbard, General
Counsel of GV 2016 GP, L.P. 05/19/2025

/s/ Inga Goldbard, General
Counsel of GV 2016, L.P. 05/19/2025

/s/ Kathryn W. Hall, Assistant
Secretary of Alphabet Inc. 05/19/2025

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.