

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Andreessen Horowitz Fund IV, L.P.</u> (Last) (First) (Middle) <u>2865 SAND HILL ROAD, SUITE 101</u> (Street) <u>MENLO PARK CA 94025</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>05/20/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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⁾		38,592,602	A	(1)	118,633,627	I	By Andreessen Horowitz Fund IV, L.P. ⁽²⁾
Class A Common Stock	05/15/2025		J ⁽¹⁾		7,433,138	A	(1)	22,849,461	I	By AH Parallel Fund IV, L.P. ⁽³⁾
Class A Common Stock	05/15/2025		J ⁽¹⁾		1,960,638	A	(1)	6,027,002	I	By Andreessen Horowitz Fund III, L.P. ⁽⁴⁾
Class A Common Stock	05/15/2025		J ⁽¹⁾		100,607	A	(1)	309,265	I	By a16z Seed-III, LLC ⁽⁵⁾

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>Andreessen Horowitz Fund IV, L.P.</u> (Last) (First) (Middle) <u>2865 SAND HILL ROAD, SUITE 101</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)															

1. Name and Address of Reporting Person *

[AH Equity Partners IV, L.L.C.](#)

(Last)(First)(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)(State)(Zip)

1. Name and Address of Reporting Person *

[AH Parallel Fund IV, L.P.](#)

(Last)(First)(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)(State)(Zip)

1. Name and Address of Reporting Person *

[AH Equity Partners IV \(Parallel\), L.L.C.](#)

(Last)(First)(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)(State)(Zip)

1. Name and Address of Reporting Person *

[Andreessen Horowitz Fund III, L.P.](#)

(Last)(First)(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)(State)(Zip)

1. Name and Address of Reporting Person *

[AH Equity Partners III, L.L.C.](#)

(Last)(First)(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)(State)(Zip)

1. Name and Address of Reporting Person *

[a16z Seed-III, LLC](#)

(Last)(First)(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)(State)(Zip)

1. Name and Address of Reporting Person *

Andreessen Marc L

(Last)

(First)

(Middle)

C/O ANDREESSEN HOROWITZ

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

HOROWITZ BENJAMIN A

(Last)

(First)

(Middle)

C/O ANDREESSEN HOROWITZ

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

Explanation of Responses:

1. The Reporting Persons received these securities, effective May 20, 2025, for no additional cost as earn-out shares in connection with the sale of Soylent Nutrition, Inc., which the Issuer acquired by merger on February 15, 2023. The right to receive these earn-out shares became fixed and irrevocable on February 15, 2023 (as modified on March 14, 2024).

2. These shares are held of record by Andreessen Horowitz Fund IV, L.P. ("AH Fund IV"), for itself and as nominee for Andreessen Horowitz Fund IV-A, L.P., Andreessen Horowitz Fund IV-B, L.P., and Andreessen Horowitz Fund IV-Q, L.P. AH Equity Partners IV, L.L.C. ("AH EP IV"), the general partner of AH Fund IV, may be deemed to have sole power to vote and dispose of these shares. Marc Andreessen and Benjamin Horowitz, the managing members of AH EP IV, may be deemed to have shared power to vote and dispose of these shares. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held of record by AH Fund IV and this report shall not be deemed an admission that such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.

3. These shares are held of record by AH Parallel Fund IV, L.P. ("AH Parallel Fund IV"), for itself and as nominee for AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., and AH Parallel Fund IV-Q, L.P. AH Equity Partners IV (Parallel), L.L.C. ("AH EP Parallel IV"), the general partner of AH Parallel Fund IV, may be deemed to have sole power to vote and dispose of these shares. Marc Andreessen and Benjamin Horowitz, the managing members of AH EP Parallel IV, may be deemed to have shared power to vote and dispose of these shares. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held of record by AH Parallel Fund IV and this report shall not be deemed an admission that such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.

4. These shares are held of record by Andreessen Horowitz Fund III, L.P. ("AH Fund III"), 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 AH Fund III, may be deemed to have sole power to vote and dispose of these shares. Marc Andreessen and Benjamin Horowitz, the managing members of AH EP III, may be deemed to have shared power to vote and dispose of these shares. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held of record by AH Fund III and this report shall not be deemed an admission that such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.

5. These shares are held of record by a16z Seed-III, LLC ("a16z Seed"). The members of a16z Seed are the AH Fund III Entities. AH EP III, the general partner of the AH Fund III Entities, may be deemed to have sole power to vote and dispose of these shares. Marc Andreessen and Benjamin Horowitz, the managing members of AH EP III, may be deemed to have shared power to vote and dispose of these shares. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held of record by a16z Seed and this report shall not be deemed an admission that such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.

Andreessen Horowitz Fund IV, L.P., for itself and as nominee for Andreessen Horowitz Fund IV-A, L.P., Andreessen Horowitz Fund IV-B, L.P., Andreessen Horowitz Fund IV-Q, L.P.; By AH Equity Partners IV, L.L.C., its General Partner; By /s/ Phil Hathaway, COO

05/22/2025

AH Equity Partners IV, L.L.C.; By /s/ Phil Hathaway, COO

05/22/2025

AH Parallel Fund IV, L.P., for itself and as nominee for AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., AH Parallel Fund IV-Q, L.P.; By AH Equity Partners IV (Parallel), L.L.C., its General Partner; By /s/ Phil Hathaway, COO

05/22/2025

AH Equity Partners IV (Parallel), L.L.C.; By /s/ Phil Hathaway, COO

05/22/2025

Andreessen Horowitz Fund III, L.P., for itself and as nominee for the AH III Fund Entities; By AH Equity Partners III, L.L.C., its General Partner; By /s/ Phil Hathaway, COO

05/22/2025

AH Equity Partners III, L.L.C.; By /s/ Phil Hathaway, COO

05/22/2025

a16z Seed-III, LLC; By /s/ Phil Hathaway, COO

05/22/2025

Marc Andreessen, /s/ Phil Hathaway, Attorney-in-fact for Marc Andreessen

05/22/2025

Benjamin Horowitz, /s/ Phil
Hathaway, Attorney-in-fact for 05/22/2025
Benjamin Horowitz

** 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.