FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

Check this box to indicate that a

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

| | | Table I - Non- | Derivative Securities Acquired, Disposed of, or Bene | eficially Owned | | | |
|--|--|----------------|---|--|--|--|--|
| (City) | (State) | (Zip) | | | | | |
| (Street) MOUNTAIN VIEW | СА | 94043 | | Form filed by One Reporting Person X Form filed by More than One Reporting Person | | | |
| 1600 AMPHITHEATRE PARKWAY | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| (Last) | , , , , , , | | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2024 | Officer (give title Other (specify below) below) | | | |
| 1. Name and Addre | ess of Reporting Pe P , L.L.C. | rson* | 2. Issuer Name and Ticker or Trading Symbol <u>Starco Brands, Inc.</u> [STCB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | |
| transaction was contract, instruct purchase or sale issuer that is inte | made pursuant to a tion or written plan for e of equity securities o ended to satisfy the use conditions of Rule nstruction 10. | | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date 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) | | | Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|--|---|---|--|---------------|--------|--|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Common Stock | 02/14/2024 | | J ⁽¹⁾⁽²⁾ | | 5,675,399 | Α | (1)(2) | 63,210,412 | Ι | By GV 2016, L.P. ⁽³⁾ |
| Class A Common Stock | 02/15/2024 | | J ⁽²⁾⁽⁴⁾ | | 36,300,393 | A | (2)(4) | 99,510,805 | Ι | 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. Transac Code (In 8) | | 5. Num Derivat Securit Acquir or Disp (D) (Ins and 5) | tive ties ed (A) oosed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | nderlying ecurity | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 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 | | (Instr. 4) | | |
| 1. Name and Add | ress of Repor | ting Person* | | | | | | | | | | | | | |
| <u>GV 2016 GP, L.L.C.</u> | | | | | | | | | | | | | | | |
| | | | | | - | | | | | | | | | | |
| (Last) | | | | | | | | | | | | | | | |
| 1600 AMPHIT | HEATRE | PARKWAY | | | | | | | | | | | | | |
| (Street) | | | | | - | | | | | | | | | | |
| MOUNTAIN | VIEW CA | | 94043 | | | | | | | | | | | | |
| | | | | | - | | | | | | | | | | |
| (City) | (Sta | ite) | (Zip) | | | | | | | | | | | | |
| 1. Name and Address of Reporting Person * | | | | | | | | | | | | | | | |
| <u>GV 2016 GP, L.P.</u> | | | | | | | | | | | | | | | |
| | | | | | - | | | | | | | | | | |
| (Last) (First) (Middle) | | | | | | | | | | | | | | | |
| 1600 AMPHIT | HEATRE | PARKWAY | | | | | | | | | | | | | |
| (Street) | | | | | - | | | | | | | | | | |
| MOUNTAIN | VIEW CA | | 94043 | | | | | | | | | | | | |
| (City) | (Sta | ite) | (Zip) | | - | | | | | | | | | | |

| | Reporting Person * | |
|--|-----------------------|-------------------|
| <u>GV 2016, L.P.</u> | teporting r erson | |
| <u>UV 2010, L.I.</u> | | |
| (Last) | (First) | (Middle) |
| 1600 AMPHITHEAT | RE PARKWAY | |
| (Street) | | |
| MOUNTAIN VIEW | CA | 94043 |
| (City) | (State) | (Zip) |
| | | |
| 1. Name and Address of F | Reporting Person* | |
| 1. Name and Address of F <u>Alphabet Inc.</u> | Reporting Person * | |
| | Reporting Person* | (Middle) |
| Alphabet Inc. | (First) | (Middle) |
| Alphabet Inc. (Last) | (First) | (Middle) |
| Alphabet Inc. (Last) 1600 AMPHITHEAT | (First) RE PARKWAY | (Middle) 94043 |

Explanation of Responses:

1. The Reporting Persons received these securities for no additional consideration, effective February 14, 2024, as a post-closing working capital adjustment (the "Working Capital 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.

2. The shares issuable pursuant to the Working Capital Adjustment and the First Post Closing Adjustment (defined below) were issued on a delayed basis during 2024, retroactive to their respective contractually agreed post-closing adjustment dates.

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.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 Inc. Each of the aforementioned parties disclaims 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.

4. The Reporting Persons received these securities for no additional consideration, effective February 15, 2024, pursuant to the terms of the Merger Agreement as modified by that certain Stockholder Agreement (the "Stockholder Agreement") entered into on March 15, 2024, by and between the Issuer and certain Soylent stockholders. Pursuant to the Merger Agreement as amended by the Stockholder Agreement, the 2016 Partnership is or 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 is less than \$0.35 per share for each of the 30-trading day periods ending on: (i) February 14, 2024 (the "First Post-Closing Adjustment") and (ii) May 15, 2025 (the "Second Post-Closing Adjustment").

| /s/ Inga Goldbard, General Counsel of GV 2016 GP, L.L.C. | 02/13/2025 |
|---|------------|
| <u>/s/ Inga Goldbard, General</u> Counsel of GV 2016 GP, L.P. | 02/13/2025 |
| <u>/s/ Inga Goldbard, General</u> Counsel of GV 2016, L.P. | 02/13/2025 |
| <u>/s/ Kathryn W. Hall, Assistant</u> Secretary of Alphabet Inc. | 02/13/2025 |
| ** 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.