

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Joh Marian</u> (Last) (First) (Middle) <u>C/O SARCOS TECHNOLOGY AND ROBOTICS CORP</u> <u>360 WAKARA WAY</u> (Street) <u>SALT LAKE UT 84108 CITY</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/24/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Sarcos Technology & Robotics Corp [STRC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>205,168⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>06/16/2031</u>	<u>Common Stock</u>	<u>153,876</u>	<u>8.79</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>06/16/2031</u>	<u>Common Stock</u>	<u>256,461</u>	<u>8.79</u>	<u>D</u>	

Explanation of Responses:

1. Reflects shares of common stock, of Sarcos Technology and Robotics Corporation ("Sarcos"), acquired on September 24, 2021, upon the completion of the merger (the "Business Combination") pursuant to the Agreement and Plan of Merger, dated as of April 5, 2021, as amended on August 28, 2021, by and among Sarcos Corp., Rotor Merger Sub Corp. and Rotor Acquisition Corp. (the "Merger Agreement").

2. At the effective time of the Business Combination (the "Effective Time"), each share of Sarcos Corp. common stock outstanding immediately prior to the Effective Time was converted into the right to receive approximately 5.129222424 shares of the common stock of Sarcos, subject to rounding.

3. Represents restricted stock units ("RSU"), each RSU representing the right to receive one share of common stock of Sarcos, (i) 51,292 of which will vest upon satisfaction of two conditions while the reporting person remains an employee or provider of services to the Issuer: (A) a time and service requirement satisfied as to 1/4 of the RSUs on February 23, 2022 and thereafter 1/36 of the RSUs on each monthly vesting date following the vesting commencement date; and (B) a liquidity event requirement satisfied on the earliest to occur of the twelve months following the closing of an IPO of the Issuer's equity securities pursuant to an effective registration statement, immediately prior to a change in control transaction or immediately prior to an acquisition of the common stock of the company and (continued in footnote 4)

4. 153,876 of which will vest upon satisfaction of two conditions while the reporting person remains an employee or provider of services to the Issuer: (A) a time and service requirement satisfied as to 1/4 of the RSUs on April 21, 2022 and thereafter 1/36 of the RSUs on each monthly vesting date following the vesting commencement date; and (B) a liquidity event requirement satisfied on the earliest to occur of the twelve months following the closing of an IPO of the Issuer's equity securities pursuant to an effective registration statement, immediately prior to a change in control transaction or immediately prior to an acquisition of the common stock of the company. The Issuer's Board of Directors has waived the deemed the liquidity event requirement conditions satisfied effective as of the of the Business Combination.

5. 1/4 of the shares subject to the option will vest on February 23, 2022 and 1/48 of the shares subject to the option vest monthly thereafter.

6. 1/4 of the shares subject to the option will vest on May 6, 2022 and 1/48 of the shares subject to the option will vest monthly thereafter.

Remarks:

/s/ Attorney-in-fact on
behalf of Marian Joh

** Signature of Reporting
Person

09/24/2021

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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Julie Wolff the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sarcos Technology Robotics Corporation (the Company) Forms 3, 4 and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 (as amended) (the Exchange Act), as well as any reports on Schedules 13D or 13G and amendments thereto in accordance with Section 13 of the Exchange Act;
2. do and perform any and all acts and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, Schedule 13D or Schedule 13G, or any amendment thereto, and timely file such form and schedule with the United States Securities and Exchange Commission (the SEC) and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and/or Schedule 13D and 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorney-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2021.

Signature: /s/ Marian Joh
Name: Marian Joh