

# 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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>CROSKREY STEPHEN</b>		2. Issuer Name and Ticker or Trading Symbol <b>Danimer Scientific, Inc. [DNMR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO and Chairman of the Board</b>	
(Last) (First) (Middle) <b>C/O DANIMER SCIENTIFIC, INC., 140 INDUSTRIAL BOULEVARD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/31/2022</b>			
(Street) <b>BAINBRIDGE, GA 39817</b>		4. If Amendment, Date 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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Award	\$ 0	03/31/2022		A	439,698		(7)	Class A Common Stock ("Common Stock")	439,698	\$ 0	439,698	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSKREY STEPHEN C/O DANIMER SCIENTIFIC, INC. 140 INDUSTRIAL BOULEVARD BAINBRIDGE, GA 39817	X		CEO and Chairman of the Board	

## Signatures

/s/ Stephen E. Croskrey	04/04/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* 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).

(1) Comprised of a performance stock award (the "PSA") granted under the Danimer Scientific, Inc. 2020 Long-Term Incentive Plan (the "Plan") consisting of 439,698 performance shares of the Common Stock (the "Performance Shares").

Under the PSA, the Performance Shares will be issued only if (A) to the extent necessary, after the approval by the shareholders of the Issuer of an amendment to the Plan to increase the number of

(2) shares available under the Plan in an amount sufficient to permit the vesting and issuance of the Performance Shares in accordance with the PSA, and (B) they have vested in accordance with the following vesting criteria:

- (continuation of footnote 2) (i) 30% of the Performance Shares (the "Total PHA Revenue Metric Shares") will be subject to vesting upon achievement of the Total PHA Revenue metric as follows: the threshold for vesting the Total PHA Revenue Metric Shares will be the Issuer achieving Total PHA Revenue of at least \$151 million, in which event 50% of the Total PHA Revenue Metric Shares will vest, and upon the Issuer achieving Total PHA Revenue of \$189 million, 100% of the Total PHA Revenue Metric Shares will vest, with pro rata vesting of the Total PHA Revenue Metric Shares for any amount of Total PHA Revenue in between such ranges; (ii) 30% of the Performance Shares (the "Adjusted EBITDA Metric Shares") will be subject to vesting upon achievement of the earnings before interest, taxes, depreciation and amortization, including all adjustments made for reporting this metric in public filings ("Adjusted EBITDA") metric as follows:
- (3) (continuation of footnote 3) the threshold for vesting the Adjusted EBITDA Metric Shares will be the Issuer achieving Adjusted EBITDA of at least \$9.2 million, in which event 50% of the Adjusted EBITDA Metric Shares will vest, and upon the Issuer achieving \$13.8 million of Adjusted EBITDA, 100% of the Adjusted EBITDA Metric Shares will vest, with pro rata vesting of the Adjusted EBITDA Metric Shares for any amount of Adjusted EBITDA in between such ranges; and (iii) 40% of the Performance Shares (the "Neat Capacity Metric Shares") will be subject to vesting upon achievement of the nameplate capacity for neat PHA production ("Neat Capacity") metric as follows:
- (4) (continuation of footnote 4) the threshold for vesting the Neat Capacity Metric Shares will be the Issuer achieving a Neat Capacity of at least 68 million pounds, in which event 50% of the Neat Capacity Metric Shares will vest, and upon the Issuer achieving 81 million pounds of Neat Capacity, 100% of the Neat Capacity Shares will vest, with pro rata vesting of the Neat Capacity Metric Shares for any amount of Neat Capacity in between such ranges.
- (5) Total PHA Revenue will mean the Total PHA Revenue for the Issuer based on the Company's audited consolidated financial statements for the fiscal year ended December 31, 2024. Adjusted EBITDA will be determined based on the Issuer's consolidated financial statements for the period in question. The vesting of the Adjusted EBITDA Metric Shares will be measured based on the Issuer's audited consolidated financial statements for the fiscal year ended December 31, 2024. Neat Capacity will be determined based upon a third-party certification of the ability of the Issuer to produce the quantities of neat PHA set forth above based on its facilities, and not necessarily actual production of such quantities. The vesting of the Neat Capacity Metric Shares will be measured as of December 31, 2024.
- (6) (7) The earlier of March 31, 2025 or the Reporting Person's Termination Date (as defined in the Plan).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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