

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>First Light Acquisition Group, LLC</u> (Last) (First) (Middle) <u>C/O FIRST LIGHT ACQUISITION GROUP, INC.</u> <u>11110 SUNSET HILLS ROAD #2278</u> (Street) <u>RESTON VA 20190</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>First Light Acquisition Group, Inc. [CLDI]</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>06/16/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	09/12/2023		C		1,931,852	A	(2)	1,931,852	I	See Note ⁽¹⁾

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
Class B Common Stock, par value \$0.0001 per share	(3)	06/16/2023		S ⁽⁴⁾			191,990	(3)	(3)	Class A Common Stock, par value \$0.0001 per share	191,990	(4)	2,383,813	I	See Note ⁽¹⁾
Class B Common Stock, par value \$0.0001 per share	(3)	09/12/2023		S ⁽⁴⁾			99,388	(3)	(3)	Class A Common Stock, par value \$0.0001 per share	99,388	(4)	2,284,425	I	See Note ⁽¹⁾
Class B Common Stock, par value \$0.0001 per share	(3)	09/12/2023		S ⁽⁵⁾			186,372	(3)	(3)	Class A Common Stock, par value \$0.0001 per share	186,372	(5)	2,098,053	I	See Note ⁽¹⁾
Class B Common Stock, par value \$0.0001 per share	(3)	09/12/2023		J ⁽⁶⁾			166,201	(3)	(3)	Class A Common Stock, par value \$0.0001 per share	166,201	(6)	1,931,852	I	See Note ⁽¹⁾
Class B Common Stock, par value \$0.0001 per share	(3)	09/12/2023		C			1,931,852	(3)	(3)	Class A Common Stock, par value \$0.0001 per share	1,931,852	(2)	0	I	See Note ⁽¹⁾

1. Name and Address of Reporting Person*
First Light Acquisition Group, LLC

 (Last) (First) (Middle)
C/O FIRST LIGHT ACQUISITION GROUP, INC.
11110 SUNSET HILLS ROAD #2278

 (Street)
RESTON VA 20190

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Weber William John

(Last)	(First)	(Middle)
11110 SUNSET HILLS ROAD #2278		
<hr/>		
(Street)		
RESTON	VA	20190
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>FLAG Sponsor Manager, LLC</u>		
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(Last)	(First)	(Middle)
11110 SUNSET HILLS ROAD #2278		
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(Street)		
RESTON	VA	20190
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- This Form 4 is being filed by First Light Acquisition Group, LLC, a Delaware limited liability company ("Sponsor"), FLAG Sponsor Manager, LLC, a Delaware limited liability company ("Manager LLC"), and William J. Weber (collectively, the "Reporting Persons"). Mr. Weber is the sole manager and member of Manager LLC, which is the manager of the Sponsor. Because of the relationships among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- In accordance with the Agreement and Plan of Merger, dated January 9, 2023 and as thereafter amended (the "Merger Agreement"), by and among First Light Acquisition Group, Inc. ("FLAG"), Calidi Biotherapeutics, Inc., a Nevada Corporation ("Old Calidi"), FLAG Merger Sub Inc., a Nevada corporation and a wholly-owned subsidiary of FLAG ("Merger Sub"), the Sponsor, in the capacity as representative for the stockholders of FLAG and Allan Camaisa, in the capacity as representative of the stockholders of Old Calidi, on September 12, 2023, in connection with the closing of the transactions contemplated by the Merger Agreement, 1,931,852 shares of Class B common stock of FLAG directly owned by the Sponsor converted automatically, on a one-for-one basis, into 1,931,852 shares of Class A common stock of FLAG. FLAG then changed its name to Calidi Biotherapeutics, Inc. ("New Calidi") and the class A common stock was designated common stock.
- Pursuant to the Amended and Restated Certificate of Incorporation of FLAG, the shares of Class B common stock of FLAG had no expiration date and were automatically convertible into shares of Class A common stock of FLAG at the time of FLAG's initial business combination on a one-for-one basis, subject to adjustment.
- In connection with an investment of an aggregate \$12,500,000 by Jackson Investment Group, LLC ("Jackson") in Series B Preferred Stock of Old Calidi, the Sponsor transferred 191,990 shares of Class B common stock of FLAG to Jackson on June 16, 2023, with an additional 99,388 shares of Class B common stock of FLAG transferred to Jackson on September 12, 2023 in connection with the closing of the transactions contemplated by the Merger Agreement.
- In connection with the transactions contemplated by the Merger Agreement, in order to induce investors to provide financing to New Calidi and to extinguish certain outstanding promissory notes of FLAG, the Sponsor transferred to such investors, for no cash or other payment, an aggregate of 186,372 shares of Class B common stock of FLAG.
- The Sponsor forfeited the shares of Class B common stock of FLAG to FLAG for no consideration in connection with the transactions contemplated by the Merger Agreement.

Remarks:

Exhibit 99.1 (Joint Filer Information and Signatures) is hereby incorporated by reference herein.

[See Exhibit 99.1 for signatures](#) 09/14/2023

** 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.

Joint Filer Information

Name of Joint Filer: First Light Acquisition Group, LLC
Address of Joint Filer: 11110 Sunset Hills Road #2278
Reston, VA 20190
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: Calidi Biotherapeutics, Inc. [CLDI]
Date of Earliest Transaction Required to be Reported (Month/Day/Year): June 16, 2023
Designated Filer: First Light Acquisition Group, LLC
Signature:
FIRST LIGHT ACQUISITION GROUP, LLC
By: /s/ William J. Weber
Name: William J. Weber
Title: Managing Member
Dated: September 14, 2023

Joint Filer Information
(continued)

Name of Joint Filer: FLAG Sponsor Manager LLC
Address of Joint Filer: 11110 Sunset Hills Road #2278
Reston, VA 20190
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: Calidi Biotherapeutics, Inc. [CLDI]
Date of Earliest Transaction Required to be Reported (Month/Day/Year): June 16, 2023
Designated Filer: First Light Acquisition Group, LLC
Signature:
FLAG SPONSOR MANAGER, LLC
By: /s/ William J. Weber
Name: William J. Weber
Title: Managing Member
Dated: September 14, 2023

Joint Filer Information
(continued)

Name of Joint Filer: William J. Weber
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Reston, VA 20190
Relationship of Joint Filer to Issuer: 10% Owner
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By: /s/ William J. Weber
Name: William J. Weber
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