

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>ROTHBERG JONATHAN M</u> (Last) (First) (Middle) C/O HYPERFINE, INC. 530 OLD WHITFIELD STREET (Street) GUILFORD CT 06437 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hyperfine, Inc. [HYPR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2021	
	4. 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 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	12/22/2021		A		104,074	A	(1)(2)	104,074	D	
Class A Common Stock	12/23/2021		A		16,483 ⁽³⁾	A	\$0.00	120,557	D	
Class A Common Stock	12/22/2021		A		585,737	A	(4)	585,737	I	2012 JMR Trust Common, LLC ⁽⁵⁾
Class A Common Stock	12/22/2021		A		440,295	A	(6)	440,295	I	23rd Century Capital LLC ⁽⁵⁾
Class A Common Stock	12/22/2021		A		95,507	A	(7)	95,507	I	By Bonnie E Gould Rothberg MD ⁽⁵⁾
Class B Common Stock	12/22/2021		A		14,236,538	A	(8)	14,236,538	I	By 4C Holdings I, LLC ⁽⁵⁾
Class B Common Stock	12/22/2021		A		818,750	A	(9)	818,750	I	By 4C Holdings V, 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
Stock Option (right to buy)	\$3.27	12/22/2021		A		982,500		(10)	04/14/2031	Class A Common Stock	982,500	(11)	982,500	D	

Explanation of Responses:

- In connection with the closing of the transactions contemplated by the Business Combination Agreement, dated as of July 7, 2021, by and among HealthCor Catalio Acquisition Corp. ("HealthCor"), Optimus Merger Sub I, Inc., a Delaware corporation and wholly owned subsidiary of HealthCor ("Merger Sub I"), Optimus Merger Sub II, Inc., a Delaware corporation and wholly owned subsidiary of HealthCor ("Merger Sub II"), Hyperfine, Inc., a Delaware corporation ("Hyperfine"), and Liminal Sciences, Inc.,
- a Delaware corporation ("Liminal"), pursuant to which Merger Sub I merged with and into Hyperfine (the "Hyperfine Merger"), with Hyperfine surviving the Hyperfine Merger as a wholly owned subsidiary of HealthCor, and Merger Sub II merged with and into Liminal (the "Liminal Merger") and, together with the Hyperfine Merger, the "Mergers"), with Liminal surviving the Liminal Merger as a wholly owned subsidiary of HealthCor (which changed its name to "Hyperfine, Inc.", the "Issuer"), these shares were received in exchange for 275,700 shares of Hyperfine Series B preferred stock and 76,739 shares of Liminal Series A-2 preferred stock.
- Consists of restricted stock units ("RSUs"). Each RSU represents the right to receive one share of common stock upon vesting. The RSUs vest in equal annual installments over three years beginning on December 23, 2022, subject to Dr. Rothberg's continued service through the applicable vesting date.
- Received in connection with the Mergers in exchange for 1,403,701 shares of Hyperfine Series B preferred stock and 701,700 shares of Liminal Series A-2 preferred stock.
- Dr. Rothberg is the sole manager of 4C Holdings I, LLC, 4C Holdings V, LLC and 2012 JMR Trust Common, LLC. Dr. Rothberg is the spouse of Bonnie E. Gould Rothberg MD and Dr. Rothberg's son is the manager of 23rd Century Capital LLC. Dr. Rothberg disclaims beneficial ownership of the shares held by his spouse and 23rd Century Capital LLC.
- Received in connection with the Mergers in exchange for 1,344,413 shares of Hyperfine Series B preferred stock.
- Received in connection with the Mergers in exchange for 291,625 shares of Hyperfine Series B preferred stock.

8. Received in connection with the Mergers in exchange for 22,500,000 shares of Hyperfine Series B preferred stock and 38,239,355 shares of Liminal Series A-1 preferred stock.
9. Received in connection with the Mergers in exchange for 2,500,000 shares of Hyperfine Series A preferred stock.
10. The shares underlying this option vested and became exercisable on December 15, 2021.
11. Received in connection with the Mergers in exchange for a stock option to acquire 3,000,000 shares of Hyperfine common stock for \$1.07 per share.

/s/ John P. Condon, Attorney-in-Fact 12/23/2021

** 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.

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