

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

**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

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

1. Name and Address of Reporting Person* <u>Chow Heidy Kingwan</u>  (Last) (First) (Middle) <u>C/O SNAIL, INC.</u> <u>12049 JEFFERSON BOULEVARD</u>  (Street) <u>CULVER CITY CA 90230</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Snail, Inc. [ SNAL ]</u>	5. 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 Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	11/09/2022		A		262,080	(2)(3)	(1)	Class A Common Stock	262,080	\$0.00	262,080	D	

**Explanation of Responses:**

- Represents performance-based restricted stock units ("RSUs") granted under the Issuer's 2022 Omnibus Incentive Plan (the "Plan"). Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock. The RSUs have no expiration date.
- The RSUs vest as follows: 10% vest on November 9, 2023 if the Issuer's Average Annual Growth Rate (as defined in the applicable award agreement under the Plan, the "AAGR") is 15% or above during the one-year period following November 9, 2022 (the "IPO Date"); an additional 15% vest on November 9, 2024 if the Issuer's AAGR is 30% or above during the two-year period following the IPO Date; an additional 20% vest on November 9, 2025 if the Issuer's AAGR is 45% or above during the three-year period following the IPO Date;
- an additional 25% vest on November 9, 2026 if the Issuer's AAGR is 60% or above during the four-year period following the IPO Date; an additional 30% on November 9, 2027 if the Issuer's AAGR is 75% or above during the five-year period following the IPO Date, in each case, subject to the reporting person's continuous service through the applicable vesting date; further, if the 75% AAGR is achieved during the period between the IPO Date and the fifth anniversary of the IPO Date, any unvested RSUs that did not vest solely due to failure to satisfy the relevant target AAGR on each of the prior vesting dates will vest in full.

/s/ Heidy Chow

11/14/2022

\*\* 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.