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

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 * JANA PARTNERS LLC | | | | | 2. Issuer Name and Ticker or Trading Symbol BlackSky Technology Inc. [BKSY] | | | | | | | | | (Checl | S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |
|--|---|------------------|--|---------------|--|------------------|--|---------------|--|-------------------------------------|------------------|-----------|--|---|--|---|---|--|--|--|--|
| (Last) (First) (Middle) 767 FIFTH AVENUE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/09/2022 | | | | | | | | | | Officer (g below) | ive title (See F | X Remarl | Other (s | | | |
| 8TH FLOOR | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | - 1 | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | |
| (Street) NEW YORK NY 10153 | | | | | | | | | | | | , | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | |
| (City) | (State) | (Zi _l | p) | | | | | | | | | | | | | | | | | | |
| | | Та | ble I - No | n-Deri | vativ | e Se | curitie | s Acq | uired, | Disp | osed of, | or l | Benefi | cially Ov | vned | | | | | | |
| Date | | | th/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) | | Execution Date, if any | | 3. 4. Securit Disposed Code (Instr. 8) | | | | | | nd 5) Securities Beneficial Following | | Form: | Direct (D) irect (I) | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | Code | v | Amount (A) or (D) | | Price | Transaction (Instr. 3 and | | | | (Instr. 4) | | | | | | | |
| Class A Common Stock, par value \$0.0001 per share 09/0 | | | | 09/2022 | | A ⁽¹⁾ | | 69,767 | 7 A \$0 | | \$0 | 2,950,908 | | | | See footnotes ⁽²⁾ | | | | | |
| 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 | | 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 Exerc Expiration Da (Month/Day/Y | | te Se ear) De | | itle and A urities Un vative Se tr. 3 and 4 | derlying curity I) | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio | e s ally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership ct (Instr. 4) | | |
| | | | Code | ode V (A) (D) | | Date Exercis | able | Expiration or | | Amount or Number of Shares | (Instr. 4) | | | | | | | | | | |

Explanation of Responses

- 1. These securities are restricted stock units (RSUs) granted to David DiDomenico, a director of the Issuer and a partner of JANA Partners LLC ("JANA"), a private money management firm and are held by him for the benefit of JANA or have been, or will be, transferred directly to JANA or its affiliate. Each RSU represents a contingent right to receive one share of Class A Common Stock. The RSUs are granted pursuant to the BlackSky Technology Inc. 2021 Equity Incentive Plan which vest in full upon the earlier of the one (1) year anniversary of the award date or the day prior to the Issuer's next annual meeting of the stockholders and in each case subject to David DiDomenico remaining a director through each vesting date.
- 2. JANA beneficially owns the securities reported herein through various accounts under its management and control. Barry Rosenstein is the Managing Partner of JANA. JANA and Barry Rosenstein each disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their respective pecuniary interest therein.

Remarks

David DiDomenico is a partner of JANA. JANA may be deemed to be a director by deputization for purposes of Section 16 under the Securities Exchange Act of 1934 by virtue of the fact that Mr. DiDomenico currently serves on the board of directors of the Issuer.

/s/ JANA Partners LLC, by
Jennifer Fanjiang, Partner, Chief
Legal Officer and Chief
Compliance Officer

** Signature of Reporting Person

09/13/2022

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.