

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Stryker Gina</u> (Last) (First) (Middle) <u>C/O TMC THE METALS COMPANY INC.,</u> <u>595 HOWE STREET, 10TH FLOOR</u> (Street) <u>VANCOUVER A1 V6C 2T5</u> (City) (State) (Zip)			<u>TMC the metals Co Inc. [TMC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		X Director 10% Owner Officer (give title below) Other (specify below) X 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			
Common Shares	06/01/2022		A		68,027 ⁽¹⁾	A	\$0	227,643 ⁽²⁾	D	
Common Shares								295,344 ⁽³⁾	I	By trusts ⁽³⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to purchase Common Shares	\$11.5	12/24/2021		J		614,277	(4)(5)	(4)(5)	Common Shares	614,277	(4)(5)	209,221	D	
Warrant to purchase Common Shares	(4)(5)						(4)(5)	(4)(5)	Common Shares	(4)(5)		405,056	I	By trusts ⁽⁴⁾⁽⁵⁾
Class I Special Shares	(6)	12/24/2021		J		33,507	(6)	(6)	Common Shares	33,507	(6)	11,365	D	
Class I Special Shares	(6)						(6)	(6)	Common Shares	(6)		22,142	I	By trusts ⁽⁶⁾
Class J Special Shares	(7)	12/24/2021		J		49,659	(7)	(7)	Common Shares	49,659	(7)	16,843	D	
Class J Special Shares	(7)						(7)	(7)	Common Shares	(7)		32,816	I	By trusts ⁽⁷⁾

Explanation of Responses:

1. Pursuant to the Issuer's Nonemployee Director Compensation Policy, the Reporting Person was granted restricted stock units ("RSUs") under the Issuer's 2021 Equity Incentive Plan. Each RSU represents the right to receive one common share upon vesting. The RSU shall vest on the date of the Issuer's 2023 annual meeting of shareholders, subject to the Reporting Person's continued service through the vesting date.
2. Includes 151,584 Common Shares received in a pro rata distribution from Sustainable Opportunities Holdings LLC, in which the Reporting Person does not have a controlling interest, to its members on December 24, 2022.
3. Consists of (i) 147,672 Common Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 JRT and (ii) 147,672 Common Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 MET, in each case, received in a pro rata distribution from Sustainable Opportunities Holdings LLC, in which the Reporting Person does not have a controlling interest, to its members on December 24, 2022. The Reporting Person is the trustee of each of these trusts.
4. (i) warrants to purchase 209,221 Common Shares held by the Reporting Person, (ii) warrants to purchase 202,528 Common Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 JRT and (iii) warrants to purchase 202,528 Common Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 MET, in each case, were received in a pro rata distribution from Sustainable Opportunities Holdings LLC, in which the Reporting Person does not have a controlling interest, to its members on December 24, 2022.
5. The Reporting Person is the trustee of each of these trusts. The warrants are subject to the Warrant Agreement dated as of May 8, 2020 between the Issuer and Continental Stock Transfer & Trust Company, as warrant agent, and may be exercised only during the period commencing 30 days after September 9, 2021, the completion of the initial business combination (the "Business Combination") of Sustainable Opportunities Acquisition Corp. (the former name of the Issuer) with DeepGreen Metals Inc. and expire five years after the completion of the Business Combination or earlier upon redemption or liquidation.
6. (i) 11,365 Class I Special Shares held by the Reporting Person, (ii) 11,071 Class I Special Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 JRT and (iii) 11,071 Class I Special Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 MET, in each case, were received in a pro rata distribution from Sustainable Opportunities Holdings LLC, in which the Reporting Person does not have a controlling interest, to its members on December 24, 2022. The Reporting Person is the trustee of each of these trusts. The Class I Special Shares are automatically convertible into Common Shares on a one-for-one basis if the Common Shares trade for at least \$50.00 per share on any twenty trading days in any thirty trading day period or in the event of certain changes of control.
7. (i) 16,843 Class J Special Shares held by the Reporting Person, (ii) 16,408 Class J Special Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 JRT and (iii) 16,408 Class J Special Shares held by the Gina Thomas Stryker 2008 Children's Trust U/A DTD 12/09/2008 MET, in each case, were received in a pro rata distribution from Sustainable Opportunities Holdings LLC, in which the Reporting Person does not have a controlling interest, to its members on December 24, 2022. The Reporting Person is the trustee of each of these trusts. The Class J Special Shares are automatically convertible into Common Shares on a one-for-one basis if the Common Shares trade for at least \$12.00 per share on any twenty trading days in any thirty trading day period or in the event of certain changes of control.

/s/ Jeffrey Cohan, Attorney-in-Fact 07/18/2022

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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