

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Leonard Scott Edward</u> (Last) (First) (Middle) <u>C/O SUSTAINABLE OPPORTUNITIES ACQ CORP.,</u> <u>1601 BRYAN STREET, SUITE 4141</u> (Street) <u>DALLAS TX 75201</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TMC the metals Co Inc. [TMC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	09/09/2021		M ⁽¹⁾		7,410,000	A	(1)	7,410,000	I ⁽⁴⁾	By Sustainable Opportunities Holdings LLC
Common Shares	09/09/2021		D ⁽²⁾		741,000	D	(2)	6,669,000	I ⁽⁴⁾	By Sustainable Opportunities Holdings LLC

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				
Class B ordinary shares	(1)	09/09/2021		M			7,410,000	(1)	(1)	Class A ordinary shares	7,410,000	(1)	0	I ⁽⁴⁾	By Sustainable Opportunities Holdings LLC
Class I Special Shares	(2)	09/09/2021		A		500,000		(2)	(2)	Common Shares	500,000	(2)	500,000	I ⁽⁴⁾	By Sustainable Opportunities Holdings LLC
Class J Special Shares	(2)	09/09/2021		A		741,000		(2)	(2)	Common Shares	741,000	(2)	741,000	I ⁽⁴⁾	By Sustainable Opportunities Holdings LLC
Warrants to purchase Common Shares	\$11.5	09/09/2021		J ⁽³⁾		9,500,000		(3)	(3)	Common Shares	9,500,000	(3)	9,500,000	I ⁽⁴⁾	By Sustainable Opportunities Holdings LLC

Explanation of Responses:

1. On September 9, 2021, Sustainable Opportunities Acquisition Corp. (the former name of the Issuer), consummated its initial business combination (the "Business Combination") with DeepGreen Metals Inc. In connection with the Business Combination, each Class B ordinary share automatically converted into one common share on a one-for-one basis.

2. In connection with the Business Combination, Sustainable Opportunities Holdings LLC (the "Sponsor") exchanged 741,000 common shares for Class I Special Shares and Class J Special Shares, each of which is automatically convertible into common shares on a one-for-one basis if the common shares trade for at least \$50.00 per share, in the case of the Class I Special Shares, or \$12.00 per share, in the case of the Class J Sponsor Shares, in each case on any twenty trading days in any thirty trading day period or in the event of certain changes of control.

3. Pursuant to the private placement warrant purchase agreement between the Sponsor and the Issuer, dated as of May 5, 2020, the Sponsor purchased an aggregate of 9,500,000 private placement warrants to purchase Class A ordinary shares on a one-for-one basis. In connection with the Business Combination, the private placement warrants became exercisable for common shares on a one-for-one basis at a price of \$11.50 per share. The private placement warrants may be exercised only during the period commencing 30 days after completion of the Business Combination and expire five years after the completion of the Business Combination or earlier upon redemption or liquidation.

4. The Reporting Person has voting and investment discretion with respect to certain securities held by the Sponsor and may be deemed to have shared beneficial ownership of such securities held directly by the Sponsor. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

/s/ Scott Leonard

09/10/2021

** 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.

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.