

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Bergstrom Donald A</u> (Last) (First) (Middle) C/O RELAY THERAPEUTICS, INC. 399 BINNEY STREET, 2ND FLOOR (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Relay Therapeutics, Inc. [RELAY]</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) President, R&D
	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2023	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2023		A ⁽¹⁾	V	1,228	A	\$10.68 ⁽²⁾	241,815 ⁽³⁾	D	
Common Stock	09/27/2023		S		648 ⁽⁴⁾	D	\$8.38	238,484 ⁽⁵⁾⁽⁶⁾	D	

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					

Explanation of Responses:

- The shares were acquired under the Relay Therapeutics, Inc. 2020 Employee Stock Purchase Plan ("ESPP") in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c). The reporting person is voluntarily reporting this transaction.
- In accordance with the ESPP, these shares were purchased at a price equal to 85% of the closing price of the Issuer's common stock on June 30, 2023.
- Includes 215,345 shares underlying restricted stock units ("RSUs").
- Sale of shares to cover the reporting person's income tax withholding obligations upon the vesting of 2,188 shares of RSUs on September 26, 2023. The reporting person had no discretion with respect to such sale, which was transacted in accordance with the Issuer's policies regarding the vesting of RSUs.
- Prior to the reported transaction, the amount of securities beneficially owned by the reporting person was 239,132, with 206,273 shares underlying RSUs.
- Includes 204,085 shares underlying RSUs.

Remarks:

/s/ Brian Adams, as attorney-in-fact 09/29/2023

** 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.