

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	
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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>Patel Sanjiv</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2023	
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	01/17/2023		M ⁽¹⁾		28,000	A	\$5.04	282,554	D	
Common Stock	01/17/2023		S ⁽¹⁾		28,000	D	\$20.23	254,554	D	
Common Stock	01/18/2023		M ⁽¹⁾		28,000	A	\$5.04	282,554	D	
Common Stock	01/18/2023		S ⁽¹⁾		28,000	D	\$20.87 ⁽²⁾	254,554	D	
Common Stock	01/19/2023		M ⁽¹⁾		28,000	A	\$5.04	282,554	D	
Common Stock	01/19/2023		S ⁽¹⁾		28,000	D	\$20.02 ⁽³⁾	254,554	D	
Common Stock								674,548	I	By The Patel Family Irrevocable Trust of 2019 ⁽⁴⁾
Common Stock								432,801	I	By The SSP Irrevocable Trust of 2020 ⁽⁴⁾

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						Title
Stock Option (Right to Buy)	\$5.04	01/17/2023		M ⁽¹⁾			28,000	(5)	04/22/2029	Common Stock	28,000	\$0.00	666,779	D	
Stock Option (Right to Buy)	\$5.04	01/18/2023		M ⁽¹⁾			28,000	(5)	04/22/2029	Common Stock	28,000	\$0.00	638,779	D	
Stock Option (Right to Buy)	\$5.04	01/19/2023		M ⁽¹⁾			28,000	(5)	04/22/2029	Common Stock	28,000	\$0.00	610,779	D	
Stock Option (Right to Buy)	\$20.45	01/17/2023		A			701,680	(6)	01/16/2033	Common Stock	701,680	\$0.00	701,680	D	
Stock Option (Right to Buy)	\$20.45	01/17/2023		A			701,680	(7)	01/16/2033	Common Stock	701,680	\$0.00	701,680	D	

Explanation of Responses:

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 22, 2022.
- This transaction was executed in multiple trades at prices ranging from \$20.35 to \$21.19. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- This transaction was executed in multiple trades at prices ranging from \$20 to \$20.41. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon

request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

4. These shares are held in irrevocable trusts for the benefit of the reporting person's family members. An independent trustee is trustee of the trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

5. The shares underlying this option shall vest in sixteen (16) equal quarterly installments after April 23, 2019, subject to the reporting person's continued employment through each applicable vesting date.

6. The shares underlying this stock option shall vest in sixteen (16) equal quarterly installments commencing on January 17, 2023, subject to the reporting person's continued service with the Issuer through each vesting date.

7. Such option was granted pursuant to the terms of the Issuer's 2020 Stock Option and Incentive Plan and becomes exercisable, if at all, in twelve equal quarterly installments if the last quoted trading price per share of the Issuer's common stock on the Nasdaq Global Market during any fifteen consecutive calendar day period is at least \$35.00; provided that the reporting person maintains a service relationship with the Issuer.

Remarks:

/s/ Brian Adams, as Attorney-in-Fact 01/19/2023

** 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.