

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) <u>C/O RELAY THERAPEUTICS, INC.</u> <u>399 BINNEY STREET, 2ND FLOOR</u> (Street) <u>CAMBRIDGE MA 02139</u> (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) <u>President, R&D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2022</u>	
	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	10/28/2022		S		1,817 ⁽¹⁾	D	\$21.54	86,866 ⁽²⁾	D	
Common Stock	11/01/2022		M ⁽³⁾		8,000	A	\$4.12	94,866 ⁽²⁾	D	
Common Stock	11/01/2022		S ⁽³⁾		8,000	D	\$22.75 ⁽⁴⁾	86,866 ⁽²⁾	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						Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$4.12	11/01/2022		M ⁽³⁾			8,000		⁽⁵⁾	04/09/2028	Common Stock	8,000	\$0.00	93,456	D	

Explanation of Responses:

- Sale of shares to cover the reporting person's income tax withholding obligations upon the vesting of 4,060 shares of restricted stock units ("RSUs") on October 27, 2022. 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.
- Includes 74,647 shares underlying RSUs.
- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 7, 2022.
- This transaction was executed in multiple trades at prices ranging from \$22.48 to \$23.00. 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.
- Twenty-five percent (25%) of the shares underlying this option vested on April 2, 2019 and the remainder shall vest in equal quarterly installments over the remaining thirty-six (36) months, subject to the reporting person's continued employment through each vesting date.

Remarks:

/s/ Brian Adams, as attorney-in-fact 11/01/2022

** 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.

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