

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>Third Rock Ventures III, L.P.</u>  (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR  (Street) BOSTON MA 02116  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/20/2020	
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	07/20/2020		C		9,970,454	A	\$0.00	9,970,454	D <sup>(1)(2)(3)(7)</sup>	
Common Stock	07/20/2020		C		2,793,770	A	\$0.00	2,793,770	I	See Footnotes <sup>(3)(4)(5)(7)</sup>
Common Stock	07/20/2020		C		17,427	A	\$0.00	9,987,881	D <sup>(1)(2)(6)(7)</sup>	
Common Stock	07/20/2020		C		17,427	A	\$0.00	2,811,197	I	See Footnotes <sup>(4)(5)(6)(7)</sup>

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				
Series A Convertible Preferred Stock	(3)	07/20/2020		C		35,404,286		(3)	(3)	Common Stock	9,970,454	(3)	0	D <sup>(1)(2)(3)(7)</sup>	
Series A Convertible Preferred Stock	(3)	07/20/2020		C		9,920,455		(3)	(3)	Common Stock	2,793,770	(3)	0	I	See Footnotes <sup>(3)(4)(5)(7)</sup>
Series B Convertible Preferred Stock	(6)	07/20/2020		C		61,881		(6)	(6)	Common Stock	17,427	(6)	0	D <sup>(1)(2)(6)(7)</sup>	
Series B Convertible Preferred Stock	(6)	07/20/2020		C		61,881		(6)	(6)	Common Stock	17,427	(6)	0	I	See Footnotes <sup>(4)(5)(6)(7)</sup>

1. Name and Address of Reporting Person\*  
Third Rock Ventures III, L.P.  
  
 (Last) (First) (Middle)  
 C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR  
  
 (Street)  
 BOSTON MA 02116  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Third Rock Ventures GP III, L.P.  
  
 (Last) (First) (Middle)  
 C/O THIRD ROCK VENTURES, LLC  
 29 NEWBURY STREET, 3RD FLOOR  
  
 (Street)  
 BOSTON MA 02116  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TRV GP III, LLC](#)

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LEVIN MARK J](#)

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[STARR KEVIN P](#)

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TEPPER ROBERT I](#)

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Third Rock Ventures IV, L.P.](#)

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Third Rock Ventures GP IV, L.P.](#)

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C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TRV GP IV, LLC](#)

(Last) (First) (Middle)

C/O THIRD ROCK VENTURES, LLC  
29 NEWBURY STREET, 3RD FLOOR

(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These shares are directly held by Third Rock Ventures III, L.P. ("TRV III").
2. The general partner of TRV III is Third Rock Ventures GP III, L.P. ("TRV GP III"). The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV GP III LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of the reporting persons, except for TRV III, disclaims beneficial ownership of these shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.
3. Each share of Series A Preferred Stock automatically converted into shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") on a 1-for-3.55092 basis upon the closing of the Issuer's initial public offering on July 20, 2020 and had no expiration date.
4. These shares are directly held by Third Rock Ventures IV, L.P. ("TRV IV").
5. The general partner of TRV IV is Third Rock Ventures GP IV, L.P. ("TRV GP IV"). The general partner of TRV GP IV is TRV GP IV, LLC ("TRV GP IV LLC"). Each of the reporting persons, except for TRV IV, disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.
6. Each share of Series B Preferred Stock automatically converted into shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") on a 1-for-3.55092 basis upon the closing of the Issuer's initial public offering on July 20, 2020 and had no expiration date.
7. Each of the reporting persons disclaims the existence of a Section 13(d) "group" as between the TRV III related parties and the TRV IV related parties and this report shall not be deemed an admission that any of such parties is or may be part of such a group with any of the other parties.

**Remarks:**

<u>/s/ Kevin Gillis, Chief Operating Officer of TRV GP III, LLC, General Partner of Third Rock Ventures GP III, L.P., General Partner of Third Rock Ventures III, L.P.</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis, Chief Operating Officer of TRV GP III, LLC, General Partner of Third Rock Ventures GP III, L.P.</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis, Chief Operating Officer of TRV GP III, LLC, General Partner of Third Rock Ventures GP III, L.P.</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis by power of attorney for Mark Levin</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis by power of attorney for Kevin Starr</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis, Chief Operating Officer of TRV GP IV, LLC, General Partner of Third Rock Ventures GP IV, L.P., General Partner of Third Rock Ventures IV, L.P.</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis, Chief Operating Officer of TRV GP IV, LLC, General Partner of Third Rock Ventures GP IV, L.P.</u>	<u>07/21/2020</u>
<u>/s/ Kevin Gillis, Chief Operating Officer of TRV GP IV, LLC</u>	<u>07/21/2020</u>
** 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.