

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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) CAMBRIDGE MA 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/15/2020	3. Issuer Name and Ticker or Trading Symbol <u>Relay Therapeutics, Inc. [RELAY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	563,234	D ⁽¹⁾⁽²⁾⁽⁷⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	9,970,454	(3)	D ⁽¹⁾⁽²⁾⁽⁷⁾	
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	2,793,770	(3)	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁷⁾
Series B Convertible Preferred Stock	(6)	(6)	Common Stock	17,427	(6)	D ⁽¹⁾⁽²⁾⁽⁷⁾	
Series B Convertible Preferred Stock	(6)	(6)	Common Stock	17,427	(6)	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁷⁾

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) CAMBRIDGE MA 02116 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Third Rock Ventures GP 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)

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

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1. Name and Address of Reporting Person*

Third Rock Ventures GP IV, L.P.

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29 NEWBURY STREET, 3RD FLOOR

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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 is convertible into shares of the Issuer's Common Stock on a 1-for-3.55092 basis into the number of shares of common stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Series A Preferred Stock has 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 is convertible into shares of the Issuer's Common Stock on a 1-for-3.55092 basis into the number of shares of common stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Series B Preferred Stock has no expiration date.
7. Each of 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:

/s/ Kevin Gillis, Chief
Operating Officer of TRV
GP III, LLC, General
Partner of Third Rock 07/15/2020
Ventures GP III, L.P.,
General Partner of Third
Rock Ventures III, L.P.

/s/ Kevin Gillis, Chief
Operating Officer of TRV
GP III, LLC, General 07/15/2020
Partner of Third Rock
Ventures GP III, L.P.

/s/ Kevin Gillis, Chief 07/15/2020
Operating Officer of TRV
GP III, LLC

/s/ Kevin Gillis by power 07/15/2020
of attorney for Mark Levin

/s/ Kevin Gillis by power 07/15/2020
of attorney for Kevin Starr

/s/ Kevin Gillis by power of attorney for Dr. Robert Tepper 07/15/2020

/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. 07/15/2020

/s/ Kevin Gillis, Chief Operating Officer of TRV GP IV, LLC, General Partner of Third Rock Ventures GP IV, L.P. 07/15/2020

/s/ Kevin Gillis, Chief Operating Officer of TRV GP IV, LLC 07/15/2020

** 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 5 (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.