

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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>Murcko Mark</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2020</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 | 07/20/2020 | | C | | 281,617 | A | (1) | 718,123 | D | |
| Common Stock | 07/20/2020 | | C | | 278,829 | A | (2) | 996,952 | D | |
| Common Stock | 07/20/2020 | | P | | 25,000 | A | \$20(3) | 1,021,952 | 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 |
| Series A Convertible Preferred Stock | (2) | 07/20/2020 | | C | | | 1,000,000 | (2) | (2) | Common Stock | 281,617 | \$0.00 | 0 | D | |
| Series B Convertible Preferred Stock | (2) | 07/20/2020 | | C | | | 990,099 | (2) | (2) | Common Stock | 278,829 | \$0.00 | 0 | D | |

Explanation of Responses:

- 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.
- Each share of Series B Preferred Stock automatically converted into shares of the Issuer's 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.
- On July 20, 2020, the reporting person purchased 25,000 shares of Common Stock of the Issuer at a price of \$20.00 per share pursuant to an underwritten public offering.

Remarks:

/s/ Brian R. Adams, as Attorney-in-Fact 07/21/2020

** 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 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.