

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) 01/12/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	01/12/2021		S		1,500,000	D	\$40	9,051,115	D ⁽¹⁾⁽¹⁴⁾	
Common Stock	01/13/2021		S		1,247,873	D	\$40.01 ⁽²⁾	7,803,242	D ⁽¹⁾⁽¹⁴⁾	
Common Stock	01/13/2021		S		8,727	D	\$41.08 ⁽³⁾	7,794,515	D ⁽¹⁾⁽¹⁴⁾	
Common Stock	01/13/2021		S		42,860	D	\$42.12 ⁽⁴⁾	7,751,655	D ⁽¹⁾⁽¹⁴⁾	
Common Stock	01/13/2021		S		4,325	D	\$44 ⁽⁵⁾	7,747,330	D ⁽¹⁾⁽¹⁴⁾	
Common Stock	01/13/2021		S		7,412	D	\$44.73 ⁽⁶⁾	7,739,918	D ⁽¹⁾⁽¹⁴⁾	
Common Stock	01/13/2021		S		805,050	D	\$40.01 ⁽⁷⁾	2,006,147	I	See Footnotes ⁽¹³⁾⁽¹⁴⁾
Common Stock	01/13/2021		S		5,630	D	\$41.08 ⁽⁸⁾	2,000,517	I	See Footnotes ⁽¹³⁾⁽¹⁴⁾
Common Stock	01/13/2021		S		27,650	D	\$42.12 ⁽⁹⁾	1,972,867	I	See Footnotes ⁽¹³⁾⁽¹⁴⁾
Common Stock	01/13/2021		S		2,791	D	\$44 ⁽¹⁰⁾	1,970,076	I	See Footnotes ⁽¹³⁾⁽¹⁴⁾
Common Stock	01/13/2021		S		4,782	D	\$44.73 ⁽¹¹⁾	1,965,294	I	See Footnotes ⁽¹³⁾⁽¹⁴⁾
Common Stock	01/14/2021		S		1,965,294	D	\$41 ⁽¹²⁾	0	I	See Footnotes ⁽¹³⁾⁽¹⁴⁾

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					

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)

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)

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)

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)

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)

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.		
(Last)	(First)	(Middle)
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)
29 NEWBURY STREET, 3RD FLOOR		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

Explanation of Responses:

- These shares are directly held by Third Rock Ventures III, L.P. ("TRV III"). 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 TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of the 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.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.86, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.04 to \$44.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (5).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.03 to \$44.98, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (7).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.86, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (8).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (9).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.04 to \$44.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (10).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.03 to \$44.98, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (11).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.00 to \$41.46, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (12).
- These shares are directly held by Third Rock Ventures IV, L.P. ("TRV IV"). 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.
- 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:

[/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.](#) 01/14/2021

[/s/ Kevin Gillis, Chief Operating Officer of TRV GP III, LLC, general partner of Third Rock Ventures GP III, L.P.](#) 01/14/2021

[/s/ Kevin Gillis, Chief Operating Officer of TRV GP III, LLC](#) 01/14/2021

[/s/ Kevin Gillis, by power of attorney for Kevin Starr](#) 01/14/2021

[/s/ Kevin Gillis, by power of](#) 01/14/2021

attorney for Dr. Robert Tepper
/s/ Kevin Gillis, by power of 01/14/2021
attorney for Mark Levin
/s/ Kevin Gillis, Chief
Operating Officer of TRV GP
IV, LLC, general partner of
Third Rock Ventures GP IV, 01/14/2021
L.P., general partner of Third
Rock Ventures IV, L.P.
/s/ Kevin Gillis, Chief
Operating Officer of TRV GP
IV, LLC, general partner of 01/14/2021
Third Rock Ventures GP IV,
L.P.
/s/ Kevin Gillis, Chief
Operating Officer of TRV GP 01/14/2021
IV, LLC

** 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.