

OMB APPROVAL	
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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>SVF Pauling (Cayman) Ltd</u> _____ (Last) (First) (Middle) 27 HOSPITAL ROAD GEORGE TOWN _____ (Street) GRAND CAYMAN E9 KY1-9008 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Relay Therapeutics, Inc. [RLAY]</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		27,904,963	A	\$0.00	27,904,963	I	See Footnote ⁽¹⁾

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 C Convertible Preferred Stock	(2)	07/20/2020		C		99,088,292		(2)	(2)	Common Stock	27,904,963	\$0.00	0	I	See Footnote ⁽¹⁾

1. Name and Address of Reporting Person*
SVF Pauling (Cayman) Ltd

 (Last) (First) (Middle)
 27 HOSPITAL ROAD
 GEORGE TOWN

 (Street)
 GRAND CAYMAN E9 KY1-9008

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SOFTBANK VISION FUND (AIV M2) L.P.

 (Last) (First) (Middle)
 C/O SB INVESTMENT ADVISERS (UK) LTD.
 69 GROSVENOR STREET

 (Street)
 LONDON X0 W1K 3JP

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SB INVESTMENT ADVISERS (UK) LTD

 (Last) (First) (Middle)
 69 GROSVENOR STREET

 (Street)
 LONDON X0 W1K 3JP

 (City) (State) (Zip)

Explanation of Responses:

1. Represents securities held directly by SVF Pauling (Cayman) Limited, a wholly owned subsidiary of SoftBank Vision Fund (AIV M2) L.P. ("SVF"). SB Investment Advisers (UK) Limited ("SBIA UK") has been appointed as alternative investment fund manager ("AIFM") and is exclusively responsible for managing SVF in accordance with the Alternative Investment Fund Managers Directive and is authorized and regulated by the UK Financial Conduct Authority accordingly. As AIFM of SVF, SBIA UK is exclusively responsible for making all decisions relating to the acquisition, structuring, financing and disposal of SVF's investments. SBIA UK disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission that any reporting person is the beneficial owner of such shares for purposes of the Securities Exchange Act of 1934 or for any other purpose.

2. Each share of Series C 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.

Remarks:

[/s/ Karen Ellerbe, Director of SVF Pauling \(Cayman\) Limited](#) [07/21/2020](#)

[/s/ Ruwan Weerasekera, Director of SB Investment Advisers \(UK\) Limited manager of SoftBank Vision Fund \(AIV M2\) L.P.](#) [07/21/2020](#)

[/s/ Ruwan Weerasekera, Director of SB Investment Advisers \(UK\) Limited](#) [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.