

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>Picularium, LLC</u> (Last) (First) (Middle) <u>1166 AVENUE OF THE AMERICAS, 9TH FLOOR</u> (Street) <u>NEW YORK NY 10036</u> (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) <u>07/20/2020</u>	
4. 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	07/20/2020		C		3,281,253	A	(1)	3,281,253	D(3)	

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 Preferred Stock, \$0.001 par value per share	(1)	07/20/2020		C			9,999,999	(1)	(1)	Common Stock, \$0.001 par value per share	2,816,171(1)	\$0.00	0	D(3)	
Series C Preferred Stock, \$0.001 par value per share	(2)	07/20/2020		C			1,651,471	(1)	(1)	Common Stock, \$0.001 par value per share	465,082(1)	\$0.00	0	D(3)	

1. Name and Address of Reporting Person*
Picularium, LLC

(Last) (First) (Middle)
1166 AVENUE OF THE AMERICAS, 9TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*
SHAW DAVID E

(Last) (First) (Middle)
120 WEST 45TH STREET, 39TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

- Each share of Relay Therapeutics, Inc. ("Issuer") Series A Preferred Stock, \$0.001 par value per share, automatically converted into shares of Issuer Common Stock, \$0.001 par value per share ("Common Stock") upon the closing of the Issuer's initial public offering of Common Stock at a conversion rate of .281617 of a share of Common Stock for each share of Series A Preferred Stock (reflecting a one-for-3.55092 reverse stock split effected on July 8, 2020). The shares had no expiration date.
- Each share of Issuer Series C Preferred Stock, \$0.001 par value per share, automatically converted into shares of Common Stock upon the closing of the Issuer's initial public offering of Common Stock at a conversion rate of .2985366 of a share of Common Stock for each share of Series C Preferred Stock (reflecting a one-for-3.55092 reverse stock split effected on July 8, 2020). The shares had no expiration date.
- David E. Shaw is President and sole shareholder of D. E. Shaw & Co., II, Inc., which is the sole member of D. E. Shaw Technology Development, LLC, which is the managing member of D. E. Shaw Research, LLC, which is the sole member and manager of Picularium, LLC. David E. Shaw disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.

Remarks:

PICULARIUM, LLC, A Delaware limited liability company, By: D.E. Shaw

07/20/2020

Research, LLC, its manager, By:
/s/ David E. Shaw, Name: David
E. Shaw, Title: Authorized
Signatory.

/s/ David E. Shaw, David E.
Shaw

07/20/2020

** 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.