

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Catinazzo Thomas</u> (Last) (First) (Middle) <u>C/O RELAY THERAPEUTICS, INC.</u> <u>60 HAMPSHIRE STREET</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2026</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	06/22/2026		S ⁽¹⁾		17,717	D	\$17.01 ⁽²⁾	177,461 ⁽³⁾	D	
Common Stock	06/22/2026		M ⁽¹⁾		56,323	A	\$5.04	233,784 ⁽³⁾	D	
Common Stock	06/22/2026		S ⁽¹⁾		56,323	D	\$16.97 ⁽⁴⁾	177,461 ⁽³⁾	D	
Common Stock	06/22/2026		M ⁽¹⁾		61,563	A	\$5.22	239,024 ⁽³⁾	D	
Common Stock	06/22/2026		S ⁽¹⁾		61,563	D	\$16.97 ⁽⁴⁾	177,461 ⁽³⁾	D	
Common Stock	06/22/2026		M ⁽¹⁾		51,560	A	\$4.45	229,021 ⁽³⁾	D	
Common Stock	06/22/2026		S ⁽¹⁾		51,560	D	\$16.97 ⁽⁴⁾	177,461 ⁽³⁾	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
Stock Option (Right to Buy)	\$5.04	06/22/2026		M ⁽¹⁾			56,323	(5)	04/22/2029	Common Stock	56,323	\$0.00	0	D	
Stock Option (Right to Buy)	\$5.22	06/22/2026		M ⁽¹⁾			61,563	(6)	03/01/2030	Common Stock	61,563	\$0.00	0	D	
Stock Option (Right to Buy)	\$4.45	06/22/2026		M ⁽¹⁾			51,560	(7)	01/09/2035	Common Stock	51,560	\$0.00	223,440	D	

Explanation of Responses:

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 30, 2025.
- This transaction was executed in multiple trades at prices ranging from \$16.38 to \$17.28. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- Includes 9,807 shares underlying restricted stock units.
- This transaction was executed in multiple trades at prices ranging from \$16.15 to \$17.39. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- The shares underlying this stock option vested in sixteen (16) equal quarterly installments following the vesting commencement date of April 23, 2019.
- On March 2, 2020, the reporting person was granted an option to purchase 63,363 shares of common stock, subject to determination by the Board of Directors of the Issuer (the "Board") that the Issuer met, in whole or in part, certain milestones (the "2020 Option Grant Criteria"). On June 23, 2020, the Board determined that the 2020 Option Grant Criteria related to 25% of the option had been achieved, and the shares underlying 25% of this option, or 15,841 shares, commenced vesting in sixteen (16) equal quarterly installments following September 23, 2020. On December 11, 2020, the Board determined that the 2020 Option Grant Criteria related to the remaining 75% of the option had been achieved. The shares underlying 75% of this option, or 47,522 shares, vested in sixteen (16) equal quarterly installments following March 11, 2021.

7. The shares underlying this stock option shall vest in sixteen (16) equal quarterly installments after January 10, 2025, subject to the reporting person's continued service with the Issuer through each vesting date.

/s/ Soo-Yeun Lim, as Attorney-
in-Fact 06/24/2026

** 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.