

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>Patel Sanjiv</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O RELAY THERAPEUTICS, INC. 399 BINNEY STREET, 2ND FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CAMBRIDGE MA 02139</u>								
(City) (State) (Zip)								

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	04/12/2022		M ⁽¹⁾		28,000	A	\$4.12	281,740	D	
Common Stock	04/12/2022		S ⁽¹⁾		28,000	D	\$31.8 ⁽²⁾	253,740	D	
Common Stock	04/13/2022		M ⁽¹⁾		14,000	A	\$4.12	267,740	D	
Common Stock	04/13/2022		S ⁽¹⁾		14,000	D	\$31.96 ⁽³⁾	253,740	D	
Common Stock	04/13/2022		M ⁽¹⁾		14,000	A	\$5.04	267,740	D	
Common Stock	04/13/2022		S ⁽¹⁾		14,000	D	\$31.94 ⁽⁴⁾	253,740	D	
Common Stock	04/14/2022		M ⁽¹⁾		14,000	A	\$4.12	267,740	D	
Common Stock	04/14/2022		S ⁽¹⁾		14,000	D	\$30.51 ⁽⁵⁾	253,740	D	
Common Stock	04/14/2022		M ⁽¹⁾		14,000	A	\$5.04	267,740	D	
Common Stock	04/14/2022		S ⁽¹⁾		14,000	D	\$30.51 ⁽⁵⁾	253,740	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)	\$4.12	04/12/2022		M ⁽¹⁾			28,000	(6)	03/22/2028	Common Stock	28,000	\$0.00	144,175	D	
Stock Option (Right to Buy)	\$4.12	04/13/2022		M ⁽¹⁾			14,000	(6)	03/22/2028	Common Stock	14,000	\$0.00	130,175	D	
Stock Option (Right to Buy)	\$5.04	04/13/2022		M ⁽¹⁾			14,000	(7)	04/22/2029	Common Stock	14,000	\$0.00	718,604	D	
Stock Option (Right to Buy)	\$4.12	04/14/2022		M ⁽¹⁾			14,000	(6)	03/22/2028	Common Stock	14,000	\$0.00	116,175	D	
Stock Option (Right to Buy)	\$5.04	04/14/2022		M ⁽¹⁾			14,000	(7)	04/22/2029	Common Stock	14,000	\$0.00	704,604	D	

Explanation of Responses:

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 2, 2021.
- This transaction was executed in multiple trades at prices ranging from \$30.89 to \$32.58. 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.
- This transaction was executed in multiple trades at prices ranging from \$31.48 to \$32.98. 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.

forth in this footnote.

4. This transaction was executed in multiple trades at prices ranging from \$31.43 to \$32.98. 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.

5. This transaction was executed in multiple trades at prices ranging from \$30.00 to \$32.08. 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.

6. The shares underlying this option shall vest in sixteen (16) equal quarterly installments after March 23, 2018, subject to the reporting person's continued employment through each applicable vesting date.

7. The shares underlying this option shall vest in sixteen (16) equal quarterly installments after April 23, 2019, subject to the reporting person's continued employment through each applicable vesting date.

Remarks:

/s/ Brian Adams, as Attorney-
in-Fact 04/14/2022

** 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.