

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>  (Last) (First) (Middle) C/O RELAY THERAPEUTICS, INC. 399 BINNEY STREET, 2ND FLOOR  (Street) CAMBRIDGE MA 02139  (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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/11/2022	
	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	10/11/2022		M <sup>(1)</sup>		14,000	A	\$4.12	268,554	D	
Common Stock	10/11/2022		S <sup>(1)</sup>		14,000	D	\$21.36 <sup>(2)</sup>	254,554	D	
Common Stock	10/12/2022		M <sup>(1)</sup>		14,000	A	\$4.12	268,554	D	
Common Stock	10/12/2022		S <sup>(1)</sup>		14,000	D	\$21.18 <sup>(3)</sup>	254,554	D	
Common Stock	10/13/2022		M <sup>(1)</sup>		14,000	A	\$4.12	268,554	D	
Common Stock	10/13/2022		S <sup>(1)</sup>		14,000	D	\$20.58 <sup>(4)</sup>	254,554	D	
Common Stock								674,548	I	By The Patel Family Irrevocable Trust of 2019 <sup>(5)</sup>
Common Stock								432,801	I	By The SSP Irrevocable Trust of 2020 <sup>(5)</sup>

**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	10/11/2022		M <sup>(1)</sup>			14,000	(6)	03/22/2028	Common Stock	14,000	\$0.00	60,175	D	
Stock Option (Right to Buy)	\$4.12	10/12/2022		M <sup>(1)</sup>			14,000	(6)	03/22/2028	Common Stock	14,000	\$0.00	46,175	D	
Stock Option (Right to Buy)	\$4.12	10/13/2022		M <sup>(1)</sup>			14,000	(6)	03/22/2028	Common Stock	14,000	\$0.00	32,175	D	

**Explanation of Responses:**

- The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 22, 2022.
- This transaction was executed in multiple trades at prices ranging from \$20.76 to \$21.94. 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 \$20.78 to \$21.97. 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.

4. This transaction was executed in multiple trades at prices ranging from \$20.28 to \$20.81. 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. These shares are held in irrevocable trusts for the benefit of the reporting person's family members. An independent trustee is trustee of the trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.

**Remarks:**

/s/ Brian Adams, as Attorney-  
in-Fact 10/13/2022

\*\* 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.

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