

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**  
(Rule 14a-101)

**Information Required in Proxy Statement  
Schedule 14A Information**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**RELAY THERAPEUTICS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



P.O. BOX 8016, CARY, NC 27512-9903

## Relay Therapeutics, Inc. Important Notice Regarding the Availability of Proxy Materials

Annual Meeting of Stockholders to be held on  
May 19, 2021  
For Stockholders as of March 22, 2021

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend meeting, go to: [www.proxydocs.com/RLAY](http://www.proxydocs.com/RLAY)

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



For a convenient way to view proxy materials  
and VOTE go to [www.proxydocs.com/RLAY](http://www.proxydocs.com/RLAY)

Have the 12 digit control number located in the shaded box above available  
when you access the website and follow the instructions.



*If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 7, 2021.*

To order paper materials, use one of the following methods.

  
**INTERNET**  
[www.investorelections.com/RLAY](http://www.investorelections.com/RLAY)

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

  
**TELEPHONE**  
(866) 648-8133

  
**\* E-MAIL**  
[paper@investorelections.com](mailto:paper@investorelections.com)

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquires should be included with your e-mail requesting material.

### Relay Therapeutics, Inc.

**Meeting Type:** Annual Meeting of Stockholders  
**Date:** Wednesday, May 19, 2021  
**Time:** 11:00 AM, Eastern Time  
**Place:** Annual Meeting to be held live via the Internet -  
please visit [www.proxydocs.com/RLAY](http://www.proxydocs.com/RLAY) for more details.

To attend the virtual meeting and vote online during the annual meeting, you must register in advance at [www.proxydocs.com/RLAY](http://www.proxydocs.com/RLAY) prior to May 17, 2021 at 5:00 pm Eastern Time.

**SEE REVERSE FOR FULL AGENDA**

# Relay Therapeutics, Inc.

## Annual Meeting of Stockholders

The Board of Directors recommends a vote FOR all director nominees listed in proposal 1, and FOR proposal 2.

### PROPOSAL

- 1: To elect two class I directors to our board of directors, to serve until the 2024 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal.
  - 1.01 Sanjiv K. Patel, M.D.
  - 1.02 Linda A. Hill, Ph.D.
  
- 2: To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.

To transact any other business that may properly come before the meeting or any adjournment of the meeting.