

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Catinazzo Thomas</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2023	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/17/2023		A		101,115 <sup>(1)</sup>	A	\$0.00	151,346 <sup>(2)</sup>	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					
Stock Option (Right to Buy)	\$20.45	01/17/2023		A		104,600		(3)	01/16/2033	Common Stock	\$0.00	104,600	D	
Stock Option (Right to Buy)	\$20.45	01/17/2023		A		97,630		(4)	01/16/2033	Common Stock	\$0.00	97,630	D	

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") granted to the reporting person pursuant to the Issuer's 2020 Stock Option and Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon vesting.
- Includes 141,949 shares underlying RSUs.
- The shares underlying this stock option shall vest in sixteen (16) equal quarterly installments commencing on January 17, 2023, subject to the reporting person's continued service with the Issuer through each vesting date.
- Such option was granted pursuant to the terms of the Issuer's 2020 Stock Option and Incentive Plan and becomes exercisable, if at all, in twelve equal quarterly installments if the last quoted trading price per share of the Issuer's common stock on the Nasdaq Global Market during any fifteen consecutive calendar day period is at least \$35.00; provided that the reporting person maintains a service relationship with the Issuer.

**Remarks:**

/s/ Brian Adams, as Attorney-in-Fact 01/19/2023

\*\* 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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