FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* Patel Sanjiv						2. Issuer Name and Ticker or Trading Symbol Relay Therapeutics, Inc. [RLAY]									S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
	AY THER	irst) APEUTICS, INC				Date of /07/20		est Tran	saction	(Mont	h/Day/Year)	X Officer (give title Other (specify below) President and CEO									
(Street)			02139		4.1	f Ame	ndme	nt, Date	of Original Filed (Month/Day/Year)) Form fi Form fi	led by O led by M	oup Filing (Check App One Reporting Person More than One Report		on		
(City)	(S	·	(Zip)										Person								
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transactio Date (Month/Day/N			tion	n 2A. Deemed Execution Date,		3. Transaction Code (Instr.		of, or Beneficial s Acquired (A) or f (D) (Instr. 3, 4 and 5)			5. Amount of		6. Own Form: I (D) or II (I) (Inst	Direct II	. Nature of ndirect eneficial ownership						
						(Mona		iiiDayi rearj	Code	v	Amount	(A) or (D) Price			Reported Transaction(s) (Instr. 3 and 4)		(.) (nstr. 4)		
Common	Stock			02/07/2	2023				M ⁽¹⁾		14,000	Α	\$5.0)4	14,00	00	I)			
Common	Stock			02/07/2	2023	23		S ⁽¹⁾		14,000	D	\$21.4	.45(2))])				
Common	Stock			02/08/2	2023	23			M ⁽¹⁾		14,000	Α	\$5.0	5.04 14		,000)			
Common	Stock			02/08/2	2023	23			S ⁽¹⁾		14,000	D	\$20.9	20.98(3)		0 1		D			
Common	Stock			02/09/2	2023				M ⁽¹⁾		14,000	Α	\$5.0	5.04 14,0		00	Ι)			
Common	Stock			02/09/2	2023				S ⁽¹⁾		14,000	D	\$20.5	5 ⁽⁴⁾	0	1)	1		
Common	Stock												674,548		I		By The Patel Family Trevocable Trust of 1019 ⁽⁵⁾				
Common Stock														687,355		I		By The SSP rrevocable Trust of 1020 ⁽⁵⁾			
		-	Γable I								posed of,				Owned						
1. Title of Derivative Security (Instr. 3)	vative Conversion Date Execution Date, Transaction urity or Exercise (Month/Day/Year) if any Code (Instr		5. Number of			6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		unt	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	ive ies cially ng ed ction(s)	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)					
					Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amou or Numl of Share	ber							
Stock Option (Right to Buy)	\$5.04	02/07/2023			M ⁽¹⁾			14,000	(6)		04/22/2029	Common Stock	14,0	000	\$0.00	596,779		D			
Stock Option (Right to Buy)	\$5.04	02/08/2023			M ⁽¹⁾	14,000		(6)		04/22/2029	Common Stock	14,0	000	\$0.00	582,779		D				
Stock Option (Right to Buy)	\$5.04	02/09/2023			M ⁽¹⁾			14,000	(6	6)	04/22/2029	Common Stock	14,0	000	\$0.00	568,	,779	D			

Explanation of Responses:

- $1. \ The reported transaction was effected pursuant to a Rule 10b5-1 \ trading \ plan \ adopted \ by the reporting \ person on \ July \ 22, \ 2022.$
- 2. This transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.65. 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.
- 3. This transaction was executed in multiple trades at prices ranging from \$20.73 to \$21.20. 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 \$20.25 to \$20.74. 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 April 23, 2019, subject to the reporting person's continued employment through each applicable vesting date.

Remarks

/s/ Brian Adams, as Attorneyin-Fact 02/09/2023

** 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.

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.