SEC Form 4
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

							. ,														
1. Name and Address of Reporting Person <sup>*</sup> Secora Michael				2. Issuer Name and Ticker or Trading Symbol <u>RECURSION PHARMACEUTICALS, INC.</u> [ RXRX ]							.[ (Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Ow X Officer (give title Other (s)					vner				
(Last)	(	(First)	(Middle)										belov	below)			below)				
C/O RECURSION PHARMACEUTICALS				3. Date of Earliest Transaction (Month/Day/Year)								Chief Financial Officer									
41 S. RIO GRANDE STREET				04/20/2021																	
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)								
SALT L CITY	AKE	UT	84101										b. Individual of Joint/Group Filing (Check Applicable Line)   X Form filed by One Reporting Person   Form filed by More than One Reporting Person								
(City)	(	(State)	(Zip)																		
			Table I - No	n-Deri	vativ	e Securi	ties Acq	uired,	Dis	oosed of,	or Bene	eficially	Owned								
1. Title of Security (Instr. 3)		Date	nth/Day/Year)   if any		eemed tion Date, h/Day/Year)			s Acquired (A) or )f (D) (Instr. 3, 4 and		nd 5) Securities Beneficially Following F		y Owned (D) Reported (I) (I		nership Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership						
							Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		6			(Instr. 4)				
Common Stock		04/2	20/2021			С		149,077	7 A	(1)	5	528,762		D							
Common Stock		04/2	20/2021			J		528,762 D		(1)		0		D							
Class A Common Stock		04/2	04/20/2021					528,762 A		(1)	5	528,762		D							
			Table II -							osed of, o onvertibl			wned								
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security				Code	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 Am Securities Und Derivative Sec (Instr. 3 and 4)		Underlyin	lerlying Deriv urity Secu		9. Numbo lerivativ Securitie Beneficia Dwned Following	ive Ownersh ies Form: cially Direct (D or Indire		D) Beneficial Ownership ect (Instr. 4)						
	Security			Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount Number Shares		R	Reported Transact Instr. 4)	d tion(s)		•)			
Series D Preferred Stock	(2)	04/20/2021		С			149,077	(1	)	(1)	Common Stock <sup>(1)</sup>	149,07	7 \$0.0	00	0		D				
Stock Option (Right to Buy)	\$2.22	04/20/2021		С			820,313	(3	)	03/30/2030	Common Stock <sup>(1)</sup>	<b>820,3</b> 1	.3 \$0.0	00	0	D					
Stock Option (Right to Buy)	\$2.22	04/20/2021		С			1,500,000	(4	)	03/30/2030	Common Stock <sup>(1)</sup>	1,500,0	00 \$0.0	00	0	0 D					
Stock Option (Right to Buy)	\$2.22	04/20/2021		С		820,313		(3	)	03/30/2030	Class A Common Stock <sup>(1)</sup>	820,31	.3 \$0.0	00	820,3	),313 D					

## Explanation of Responses:

\$2.22

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's IPO. 2. Each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of Recursion Pharmaceuticals, Inc.'s (the "Issuer") initial public offering of Class A Common Stock (the "IPO"). Each shares of Series C Preferred Stock automatically converted into Common Stock on a 1.1869378:1 basis immediately prior to the completion of the Issuer's IPO. The right to convert Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock had no expiration date.

(4)

3. One forty-eighth (1/48th) of the shares subject to the award shall vest one month after March 1, 2020, or the Vesting Commencement Date, and one forty-eighth (1/48th) of the shares subject to the award shall vest each month thereafter on the same day of the month as the Vesting Commencement Date.

4. The shares subject to the award shall vest incrementally upon satisfaction of certain liquidity events.

## Remarks:

Stock

Buy)

Option

(Right to

/s/ Jonathan Golightly, attorney-04/22/2021

1,500,000

\$0.00

Class A

Commo

in-fact

Stock<sup>(1)</sup>

03/30/2030

1.500.000

D

\*\* 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).

04/20/2021

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

С

1.500.000

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.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Recursion Pharmaceuticals, Inc. (the "Company"), hereby constitutes and appoints Louisa Daniels, Nathan Hatfield and Jonathan Golightly, each, the undersigned's true and lawful attorney-in-fact to:

(1) complete and execute Forms ID, 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(2) do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of April 6, 2021.

/s/ Michael Secora

Signature

Michael Secora

Print Name