SEC Form 4

FORM 4

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

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Secora Michael	RECURSION PHARMACEUTICALS, INC. [RXRX]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last) (First) (Middle)

C/O RECURSION PHARMACEUTICALS

41 S. RIO GRANDE STREET

(Street)

SALT LAKE CITY   UT   84101

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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			
Class A Common Stock	09/12/2023		M[1]		37,500	A	$2.22	900,686	D	
Class A Common Stock	09/12/2023		S[1]		25,000	D	$8.4253[2]	875,686	D	
Class A Common Stock	09/13/2023		M[1]		37,500	A	$2.22	913,186	D	
Class A Common Stock	09/13/2023		S[1]		25,000	D	$8.6927[3]	888,186	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$2.22							[4]	03/03/2030	Class A Common Stock	0		685,177	D	
Stock Option (Right to Buy)	$2.22	09/12/2023		M[1]			37,500	[5]	03/03/2030	Class A Common Stock	37,500	$0.00	1,372,635	D	
Stock Option (Right to Buy)	$2.22	09/13/2023		M[1]			37,500	[5]	03/03/2030	Class A Common Stock	37,500	$0.00	1,335,135	D	
Stock Option (Right to Buy)	$11.14							[6]	02/04/2032	Class A Common Stock	0		116,684	D	
Stock Option (Right to Buy)	$11.14							02/04/2022	02/04/2032	Class A Common Stock	0		3,914	D	
Stock Option (Right to Buy)	$8.55							[7]	02/01/2033	Class A Common Stock	0		404,857	D	

Explanation of Responses:

1. Transaction is pursuant to a 10b5-1 trading plan adopted by the Reporting Person on March 1, 2023.

2. This transaction was executed in multiple trades at prices ranging from $8.23 to $8.59. The price reported above reflects the weighted average sale price. The Reporting Person 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 separate sale price.

3. This transaction was executed in multiple trades at prices ranging from $8.52 to $8.87. The price reported above reflects the weighted average sale price. The Reporting Person 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 separate sale price.

4. The option, originally for 1,125,000 shares, vests as to one forty-eighth (1/48th) of the shares subject to the award one month after March 1, 2020, and one forty-eighth (1/48th) of the shares subject to the award shall vest each month thereafter.

5. The option, originally for 1,500,000 shares, vests incrementally upon satisfaction of certain liquidity events.

6. The option vests as to one forty-eighth (1/48th) of the shares subject to the option on March 1, 2022, and one forty-eighth (1/48th) of the shares subject to the option shall vest each month thereafter.

7. The option vests as to one forty-eighth (1/48th) of the shares subject to the option on March 1, 2023, and one forty-eighth (1/48th) of the shares subject to the option shall vest each month thereafter.

Remarks:

/s/ Jonathan Golightly, attorney-in-fact	09/14/2023
** Signature of Reporting Person	Date

/s/ Jonathan Golightly, attorney-in-fact	09/14/2023
** Signature of Reporting Person	Date