Stock Option (Right to Buy)

\$2.48

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See

Instruc	tion 1(b).				Filed						ecurities Exchar						uio pei re.	эропос.	0.0			
1. Name and Address of Reporting Person* Gibson Christopher						or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol RECURSION PHARMACEUTICALS, INC. [RXRX]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) (First) (Middle)						_						2	X Officer (below)	give title	е	Othe belo	er (specify w)					
C/O RECURSION PHARMACEUTICALS						Date of Earliest Transaction (Month/Day/Year)									Chief Executive Officer							
41 S. RIO GRANDE STREET							02/01/2023															
(Street)					_	4 1/ 4		<u> </u>	<u> </u>		1 101 115	D()			P 1 1 2			(0) 1 4	P 11 1 2			
SALT LA	AKE U	JΤ	84101			4. IT AM	ienament,	Date of	Orig	jinai Fi	iled (Month/Day	y/Year)		6. Individual or 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	- Non-l	Deriva	ative S	Securiti	es Ac	qui	red,	Disposed o	of, or E	Benefici	ally	Owned							
1. Title of S	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Ye		Exe	2A. Deemed Execution Date, if any (Month/Day/Year)	Co	Transacti Code (Ins		4. Securities A Disposed Of (I	cquired (A) or D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Follow Reported		Form: Dir (D) or Ind		'. Nature of ndirect Beneficial Dwnership Instr. 4)			
								Cod	de	v	Amount	(A) or (D)	Price		Transaction((Instr. 3 and				,			
Class A C	Common St	ock		02/01	1/2023			A	(1)		406,800	A	\$0.00)	932,60	5	D					
Class A C	Common St	ock		02/01	L/2023			A	(2)		11,050	A	\$0.00		943,655		D					
Class A C	Common St	ock		02/01	L/2023			F ⁽	(3)		1,382	D	\$8.55		942,273		D					
Class A C	Common St	ock		02/02/2023				C ⁽⁴)(5)		18,500	A	\$0.00		960,773		D					
Class A C	Common St	ock		02/02/2023				S	(4)		18,500	D	\$9.2188(6)		942,273		D					
Class A Common Stock		02/02	02/02/2023			C ⁽⁴)(5)		500	A	\$0.00		500		I		oy LAHWRAN- B LLC ⁽⁷⁾					
Class A Common Stock		02/02/2023				S ⁽⁴			500	D	\$9.2082(8)		0		I		oy LAHWRAN- B LLC ⁽⁷⁾					
Class A Common Stock		02/02/2023			C()(5)		1,000	A	\$0.00		1,000		I		oy LAHWRAN- I LLC ⁽⁹⁾					
Class A Common Stock 02		02/02	2/2023			S((4)		1,000	1,000 D \$9.2		5 ⁽¹⁰⁾	0		I		Dy LAHWRAN- I LLC ⁽⁹⁾					
Class A Common Stock 02/02/2				2/2023	.3		C ⁽⁴)(5)		1,000	A	A \$0.00		1,000		I		oy Gibson Family Trust ⁽¹¹⁾				
Class A Common Stock		02/02	2/2023			S ⁽⁴			1,000	D \$9.2017 ⁽¹²⁾		7(12)	0		I		oy Gibson Family Frust ⁽¹¹⁾					
			Tabl								isposed of				Owned							
1. Title of	2.	3. Transaction	3A. Deen		.g., pt	uts, ca	5. Numbe		_		xercisable and	_	e and Amo	_	8. Price of	9. Num	ber of	10.	11. Nature			
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, Tra		Transaction Code (Instr.		n Derivative		or (D)		oiration Date onth/Day/Year)		of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security		tive ties cially I ing	Ownersh Form: Direct (D or Indire (I) (Instr.	ip Indirect Beneficial Ownership ct (Instr. 4)			
					Code	v	(A)	(D)	Da: Ex	te ercisal	Expiration ble Date	Title	Amou or Numb of Sh	ber		Report Transa (Instr. 4	ction(s)					
Stock Option (Right to Buy)	\$8.55	02/01/2023			A		813,600			(13)	02/01/2033	Class Comr Stoo	non 813,	,600	\$0.00	813	,600	D				
Stock Option (Right to Buy)	\$11.4								02	2/04/20	22 02/04/2032	Class Comr Stoo	non (_ _		5,4	436	D				
Stock Option (Right to Buy)	\$11.4									(14)	02/04/2032	Class Comr Stoo	non ()		416	i,350	D				

Class A

0

781,250

D

Commor

12/30/2030

(15)

	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)		nsaction de (Instr. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and of Securiti Underlying Derivative (Instr. 3 and	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Class B Common Stock	\$0.00	02/02/2023		C ⁽⁴⁾⁽⁵⁾			18,500	(16)	(16)	Class A Common Stock	18,500	\$0.00	6,640,334	D	
Class B Common Stock	\$0.00	02/02/2023		C ⁽⁴⁾⁽⁵⁾			500	(16)	(16)	Class A Common Stock	500	\$0.00	539,500	I	by LAHWRAN- 3 LLC ⁽⁷⁾
Class B Common Stock	\$0.00	02/02/2023		C ⁽⁴⁾⁽⁵⁾			1,000	(16)	(16)	Class A Common Stock	1,000	\$0.00	529,000	I	by LAHWRAN- 4 LLC ⁽⁹⁾
Class B Common Stock	\$0.00	02/02/2023		C ⁽⁴⁾⁽⁵⁾			1,000	(16)	(16)	Class A Common Stock	1,000	\$0.00	125,875	I	by Gibson Family Trust ⁽¹¹⁾

Explanation of Responses:

- $1. This \ RSU \ vests \ as \ to \ one \ one-sixteenth \ (1/16th) \ of \ the \ units \ subject \ the \ RSU \ on \ May \ 15, \ 2023 \ and \ every \ three \ months \ thereafter.$
- 2. This RSU vested immediately upon the grant date.
- 3. Represents shares that have been withheld by the Issuer to satisfy its tax withholding and remittance obligations in connection with the net settlement of restricted stock units.
- 4. Transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- 5. Represents the conversion of Class B Common Stock into Class A Common Stock.
- 6. This transaction was executed in multiple trades at prices ranging from \$8.63 to \$9.61. 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.
- 7. The shares are held by LAHWRAN-3 LLC, of which the Reporting Person is a member and a manager.
- 8. This transaction was executed in multiple trades at prices ranging from \$8.63 to \$9.56. 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.
- 9. The shares are held by LAHWRAN-4 LLC, of which the Reporting Person is a member and a manager.
- 10. This transaction was executed in multiple trades at prices ranging from \$8.66 to \$9.52 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.
- 11. The shares are held by the Gibson Family Trust, of which the Reporting Person serves as Trustee.
- 12. This transaction was executed in multiple trades at prices ranging from \$8.64 to \$9.52. 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.
- 13. 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 will vest each month thereafter.
- 14. 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 will vest each month thereafter.
- 15. The option, originally for 1,500,000 shares, vested as to one forty-eighth (1/48th) of the shares subject to the option on January 31, 2021, and one forty-eighth (1/48th) of the shares subject to the option shall vest each mouth thereafter.
- 16. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

/s/ Nathan Hatfield, attorney-infact 02/03/2023

** 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.