SEC Form 4	
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Class B Common Stock

Stock Option (Right to Buy)

Stock Option (Right to Buy)

**\$0.00** 

\$11.4

\$11.4

12/01/2022

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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hours per response:	0.5

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

Section obligat	this box if no lo n 16. Form 4 or ions may contil tion 1(b).		:		Filed p	ursuant	to Secti	on 16(a	) of th	e Se	BENEFIC	ange Ac	t of 1934	ERS	SHIP	E	OMB Numb Stimated a ours per n	average b		0.5					
Gibson (Last)	<u>Christop</u> (F	Reporting Person <sup>*</sup> her irst) PHARMACEUT	(Midd	,	2 [	RECURSION PHARMACEUTICALS, INC. (Check all applicable X   [RXRX] Director   X Director   X Officer (give below)											10% Owner			mer					
	) GRANDI				1	2/01/2	022																		
(Street) SALT LA CITY (City)	0	T itate)	8410 (Zip)	1	4	. If Ame	ndment,	Date o	f Origi	inal	Filed (Month/	Day/Yea	r)	6. I	X Form	filed by filed by	roup Filin One Rep More tha	porting P	erson						
		Та	ble l	- Non-Dei	rivati	ve Se	curitie	es Ac	quire	ed,	Disposed	of, or	Benefi	cial	ly Owned	I									
1. Title of S	Security (Ins	tr. 3)		2. Transactic Date (Month/Day/		if any	med on Date, Day/Yea	Cod	nsactio le (Insi		4. Securities Disposed Of			5)	5. Amount Securities Beneficially Owned Foll	,	6. Owne Form: D (D) or In (I) (Instr	Direct direct : 4)	Indire Benef Owne	icial rship					
								Cod	ie V	,	Amount	(A) or (D)	Price		Reported Transactior (Instr. 3 and				(Instr.	. 4)					
Class A C	Common St	ock		12/01/20	22			M	1)		31,250	A	\$2.4	8	601,5	15	D	)							
Class A C	s A Common Stock		Table I - Non-De     2. Transacti     Date     (Month/Day)     12/01/20     12/01/20     12/01/20     12/01/20     12/01/20     12/01/20     12/01/20     12/01/20     12/01/20     12/01/20		12/01/2022			nmon Stock		22			<b>S</b> (1	1)		18,710	D	\$8.773	1(2)	582,8	05	D			
Class A C	Common St	ock		12/01/20	22			<b>C</b> <sup>(1)</sup>	(3)		18,500	A	\$ <u>0.0</u>	0	601,3	05	D								
Class A C	Common St	ock		12/01/20	1/2022 S <sup>(1)</sup> 18,710 D \$8.7731 <sup>(2)</sup> 582,805   1/2022 C <sup>(1)(3)</sup> 18,500 A \$0.00 601,305   1/2022 S <sup>(1)</sup> 18,500 D \$9.2765 <sup>(4)</sup> 582,805		D	)																	
Class A C	Common St	ock		12/01/20	22			C <sup>(1)</sup>	(3)		500	A	\$0.0	0	500		I		by LAH 3 LL	IWRAN- C <sup>(5)</sup>					
Class A C	Common St	ock		12/01/20	22			S(	1)		500	D	\$9.264	8(6)	0		Ι		by LAH 3 LL	IWRAN- C <sup>(5)</sup>					
Class A C	Common St	ock		12/01/20	22			C <sup>(1)</sup>	)(3)		1,000	A	\$0.0	0	1,00	0	Ι		by LAH 4 LL	IWRAN- .C <sup>(7)</sup>					
Class A C	Common St	ock		12/01/20	22			S(:	1)		1,000	D	\$9.277	' <b>3</b> (8)	0		Ι		by LAH 4 LL	IWRAN- .C <sup>(7)</sup>					
Class A C	Common St	ock		12/01/20	122			C <sup>(1)</sup>	)(3)		1,000	A	\$0.0	0	1,00	0	I		by G Fam Trus	-					
Class A C	Common St	ock		12/01/20	122			<b>S</b> (1	1)		1,000	D	\$9.277	3 <sup>(10)</sup>	0		I		by G Fam Trus	-					
			Tab								)isposed o				Owned										
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exec if any	eemed ution Date,	4. Trans Code 8)	action	5. Num of Deriva Securi Acquir (A) or Dispos of (D) 3, 4 an	iber tive ties ed sed (Instr.	6. Date Expira	e Ex ation	nS, CONVer rercisable and n Date ay/Year)	7. Tit of Se Unde Deriv	le and Amo curities erlying rative Secu r. 3 and 4)	ount	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securi Benefi Ownec Follow Report Transa (Instr. d	tive ties cially I ing ted ction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	hip D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
					Code	v	(A) (I		Date Exerci	isab	Expiration le Date	n Title	Amo or Num of Sha	nber											

(11)

(12)

02/04/2022

**C**<sup>(1)(3)</sup>

18,500

(11)

02/04/2032

02/04/2032

Class A Common Stock

Class A

Common Stock

Class A Common Stock

18,500

0

0

\$0.00

6,677,334

416,350

5,436

D

D

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. Transac Code (li 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr.		6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		te of Securit		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)	\$2.48	12/01/2022		M <sup>(1)</sup>			31,250	(13)	12/30/2030	Class A Common Stock	31,250	\$0.00	781,250	D					
Class B Common Stock	\$0.00	12/01/2022		<b>C</b> <sup>(1)(3)</sup>			500	(11)	(11)	Class A Common Stock	500	\$0.00	540,500	I	by LAHWRAN- 3 LLC <sup>(5)</sup>				
Class B Common Stock	\$0.00	12/01/2022		<b>C</b> <sup>(1)(3)</sup>			1,000	(11)	(11)	Class A Common Stock	1,000	\$0.00	531,000	I	by LAHWRAN- 4 LLC <sup>(7)</sup>				
Class B Common Stock	\$0.00	12/01/2022		C <sup>(1)(3)</sup>			1,000	(11)	(11)	Class A Common Stock	1,000	\$0.00	127,875	Ι	by Gibson Family Trust <sup>(9)</sup>				

## Explanation of Responses:

1. Transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

2. This transaction was executed in multiple trades at prices ranging from \$8.77 to \$9.06. 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. Represents the conversion of Class B Common Stock into Class A Common Stock.

4. This transaction was executed in multiple trades at prices ranging from \$9.04 to \$9.51. 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.

5. The shares are held by LAHWRAN-3 LLC, of which the Reporting Person is a member and a manager.

6. This transaction was executed in multiple trades at prices ranging from \$8.89 to \$9.43. 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-4 LLC, of which the Reporting Person is a member and a manager.

8. This transaction was executed in multiple trades at prices ranging from \$8.89 to \$9.49. 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 the Gibson Family Trust, of which the Reporting Person serves as Trustee.

10. This transaction was executed in multiple trades at prices ranging from \$8.89 to \$9.46 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. 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.

12. 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.

13. 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 month thereafter

Remarks:

/s/ Nathan Hatfield, attorney-in-12/02/2022

\*\* Signature of Reporting Person Date

fact

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.