

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):  
December 5, 2021**

**RECURSION PHARMACEUTICALS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40323**  
(Commission  
File Number)

**46-4099738**  
(IRS Employer  
Identification No.)

**41 S Rio Grande Street**  
**Salt Lake City, UT 84101**  
(Address of principal executive offices, including zip code)

**(385) 269-0203**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.00001 par value per share	RXRX	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Item 1.01 Entry into a Material Definitive Agreement.**

### *Roche Collaboration and License Agreement*

On December 5, 2021, Recursion Pharmaceuticals, Inc. (“Recursion” or “we”), entered into a Collaboration and License Agreement (“Collaboration Agreement”) with Genentech, Inc. (“Genentech”) and F. Hoffmann-La Roche Ltd (together with Genentech, “Roche”), pursuant to which we will construct, using our imaging technology and proprietary machine-learning algorithms, unique maps of the inferred relationships amongst perturbation phenotypes in a given cellular context (each, a “Phenomaps”) and together with Roche will create multi-modal models and maps to further expand and refine such inferred relationships, in both cases with the goal to discover and develop therapeutic small molecule programs in a gastrointestinal cancer indication and in key areas of neuroscience (each, an “Exclusive Field”).

When the Collaboration Agreement becomes effective, Roche is obligated to pay us an upfront cash payment of \$150 million.

### *Phenomaps Creation, Acceptance, and Access*

Under the Collaboration Agreement, we will be responsible for creating a certain number of Phenomaps in each of the Exclusive Fields. We will also provide Roche with limited access to our pre-existing human umbilical vein endothelial cells (HUVEC) Phenomaps. Roche will have specified rights to query or access the Phenomaps to generate novel inferences that may lead to the discovery or development of therapeutic products.

Each of the Phenomaps requested by Roche and created by Recursion may be subject to either an initiation fee, acceptance fee or both. Such fees could exceed \$250 million for sixteen (16) accepted Phenomaps. In addition, for a period of time after Roche’s acceptance of certain Phenomaps, Roche will have the option to obtain, subject to payment of an exercise fee, rights to use outside the collaboration the raw images generated in the course of creating those Phenomaps (the “External Use Option”). If Roche exercises its External Use Option for all twelve (12) eligible Phenomaps, Roche’s associated exercise fee payments to Recursion could exceed \$250 million.

### *Collaboration Programs and Roche Options*

Roche and Recursion will collaborate to select certain novel inferences with respect to small molecules or targets generated from the Phenomaps for further validation and optimization as collaboration programs. Roche and Recursion may also combine sequencing datasets from Roche with Recursion’s Phenomaps and collaborate to generate new algorithms to produce multi-modal maps from which additional collaboration programs may be initiated. For every collaboration program that successfully identifies potential therapeutic small molecules or validates a target, Roche will have an option to obtain an exclusive license to develop and commercialize such potential therapeutic small molecules or to exploit such target in the applicable Exclusive Field.

### *Payments if Roche Exercises Option for a Collaboration Program*

Under the collaboration, Roche may initiate up to forty (40) small molecule collaboration programs. Each small molecule collaboration program, if optioned and successfully developed and commercialized by Roche, could yield more than \$300M in research, development, commercialization and net sales milestones for Recursion, as well as mid- to high-single digit tiered royalties on net sales. Recursion is also eligible for research, development, commercialization and net sales milestones for target collaboration programs optioned by Roche.

### *Recursion Programs*

If Roche does not exercise its options in the Collaboration Agreement for certain collaboration programs, we may, with Roche’s prior consent, choose to independently validate, develop and commercialize products in a limited number of such programs, subject to agreed milestones and royalties to Roche. Roche will have rights to obtain an exclusive license to exploit such products by providing notice and paying us an opt-in fee and economics exceeding those that would otherwise be applicable if Roche had exercised its option for such program.

### *Exclusivity*

During an agreed period of time after the Collaboration Agreement’s effective date, we are subject to certain exclusivities that limit our ability to conduct certain research and development activities with respect to compounds and targets in the Exclusive Fields, other than pursuant to the collaboration with Roche. However, we may continue pursuing products that we are researching and developing in the Exclusive Fields as of the effective date of the Collaboration Agreement.

### *Termination*

The Collaboration Agreement includes standard termination provisions, including for material breach or insolvency and for Roche’s convenience. Certain of these termination rights can be exercised with respect to a particular Exclusive Field or exclusive license, as well as with respect to the entire Collaboration Agreement.

In connection with the Collaboration Agreement, the Company issued a press release, which is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated December 7, 2021.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RECURSION PHARMACEUTICALS, INC.**

Date: December 7, 2021

By: /S/ Christopher Gibson  
Name: Christopher Gibson  
Title: Chief Executive Officer

## **Recursion Announces Transformational Collaboration with Roche and Genentech in Neuroscience and Oncology, Advancing Novel Medicines to Patients Using Machine Learning and High Content Screening Methods at Scale to Map Complex Biology**

*The deal, worth several billion dollars, is a future-looking model of technology-enabled target and drug discovery*

SALT LAKE CITY, UT, December 7, 2021 — **Recursion** (NASDAQ: RXXR), a clinical-stage biotechnology company decoding biology to radically improve lives by industrializing drug discovery, development and beyond through disruptive innovation, today announced a transformational collaboration with Roche (SIX: RO, ROG; OTCQX: RHHBY) and Genentech, a member of the Roche Group. Recursion will work with both Roche and Genentech's R&D units to leverage technology-enabled drug discovery through the Recursion Operating System (OS) to more rapidly identify novel targets and advance medicines in key areas of neuroscience as well as in an oncology indication. Under the terms of the agreement, Recursion will receive an upfront payment of \$150 million and is eligible for additional performance-based research milestones. Under the collaboration, Roche and Genentech (combined) may initiate up to 40 programs, each of which, if successfully developed and commercialized, could yield more than \$300M in development, commercialization and net sales milestones for Recursion, as well as tiered royalties on net sales.

The collaboration will leverage the Recursion OS, an integrated, multi-faceted system for generating, analyzing and deriving insight from massive proprietary biological and chemical datasets. The OS, which brings together wet-lab and dry-lab biology at scale to further industrialize and digitize drug discovery, will be deployed to phenomically capture chemical and genetic perturbations in neuroscience-related cell types and select cancer cell lines. The resulting phenomics data, generated in Recursion's automated laboratories, will be analyzed by Recursion's proprietary convolutional neural networks to turn these data into mathematical representations of biology that can be leveraged to identify novel biological relationships and initiate and advance therapeutic programs. This dataset will be potentiated by extensive single-cell perturbation screening data from Roche and Genentech, and the parties will collaborate on new machine learning algorithms to generate highly granular maps of human cellular biology.

"We are excited to partner with Roche and Genentech to bring Recursion's leading-edge, tech-enabled drug discovery platform, the Recursion OS, to bear against some of the most complex diseases impacting humanity," said Recursion Co-Founder & CEO Chris Gibson, PhD. "Technology-enabled drug discovery is here, Recursion is leading the space, and we are pursuing some of the most intractable areas of biology with the very best partners by our side."

"This collaboration highlights the potential of technology to transform drug discovery and unlock previously unknown insights into complex disease in an unbiased way," said Global Head of Pharma Partnering at Roche, James Sabry, MD, PhD. "We are excited about the opportunity this collaboration offers to help advance the development of medicines at scale."

Recursion, Roche and Genentech will leverage the insights generated from the collaboration's maps of human cellular biology to rapidly find and develop medicines against novel targets in neuroscience and the oncology indication for up to a decade or longer. Programs already underway at Recursion in oncology or neuroscience are not part of the collaboration and will be independently developed.

### **About Recursion**

**Recursion** is a clinical-stage biotechnology company decoding biology to radically improve lives by industrializing drug discovery, development and beyond through disruptive innovation. Enabling its mission is the Recursion Operating System, a platform built across diverse technologies that continuously expands one of the world's largest proprietary biological and chemical datasets, the Recursion Data Universe. Recursion leverages sophisticated machine-learning algorithms to distill from its dataset the Recursion Map, a collection of hundreds of billions of searchable inferences across biology and chemistry unconstrained by human bias. By commanding massive experimental scale — up to millions of wet lab experiments weekly — and massive computational scale — owning and operating one of the most powerful supercomputers in the world, Recursion is uniting technology, biology and chemistry to advance the future of medicine.

The Company is proudly headquartered in Salt Lake City, where it is a founding member of **BioHive**, the Utah life science industry collective. Recursion also has offices in Toronto, Montreal and the San Francisco Bay Area. Learn more at [www.Recursion.com](http://www.Recursion.com), or connect on [Twitter](#) and [LinkedIn](#).

### **Media Contact**

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### **Business Development Contact**

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## Forward-Looking Statements

This press release contains information that includes or is based upon “forward-looking statements” within the meaning of the Securities Litigation Reform Act of 1995. Forward-looking statements provide our expectations or forecasts regarding future events. You can identify these statements by the fact they do not relate strictly to historical or current facts. They may use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” and other terms of similar meaning in connection with a discussion of future operating or financial performance. In particular, forward-looking statements include statements relating to intended future actions; plans with respect to clinical trials and preclinical activities; prospective products or product approvals; future performance or results of anticipated products or technology; expenses; our ability to obtain, maintain and enforce intellectual property protections; and financial results, in addition to other topics. Any or all of our forward-looking statements here and elsewhere may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statements and from expected or historical results. Many such factors will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. In particular, you should read the discussion in the “Risk Factors” section in our Prospectus filed with the U.S. Securities and Exchange Commission (SEC) on April 16, 2021 and in our periodic filings with the SEC. Other factors besides those listed could also adversely affect the company. We undertake no obligation to correct or update any forward-looking statements, whether as a result of new information, future developments or otherwise, except to the extent required by applicable law. These forward-looking statements (except as may be otherwise noted) speak only as of the date of this press release. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. You are advised to consult any further disclosures we make on related subjects in our reports to the SEC.