

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

1. Name and Address of Reporting Person* <u>Li Dean Y</u> <hr/> (Last) (First) (Middle) <u>C/O RECURSION PHARMACEUTICALS</u> <u>41 S. RIO GRANDE STREET</u> <hr/> (Street) <u>SALT LAKE</u> <u>UT</u> <u>84101</u> <u>CITY</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>RECURSION PHARMACEUTICALS,</u> <u>INC. [RXXR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2021</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

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			
Common Stock ⁽¹⁾	04/16/2021		A		13,889 ⁽²⁾	A	\$0.00	596,390	D	
Common Stock ⁽¹⁾								1,366,665	I	By Dean Li and Ruth Li Revocable Trust
Common Stock ⁽¹⁾								450,000	I	By Dean Y. Li 2021 Family Trust
Common Stock ⁽¹⁾								1,350,000	I	By Dean Y. Li 2021 GRAT

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)	\$18	04/15/2021		A		27,778		(3)	04/14/2031	Common Stock ⁽¹⁾	27,778	\$0.00	27,778	D	
Series A Preferred Stock ⁽¹⁾	\$0.00							(1)	(1)	Common Stock ⁽¹⁾	22,698		22,698	I	By Dean Li and Ruth Li Revocable Trust
Series A-1 Preferred Stock ⁽¹⁾	\$0.00							(1)	(1)	Common Stock ⁽¹⁾	32,685		32,685	I	By Dean Li and Ruth Li Revocable Trust

Explanation of Responses:

1. Immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock, each share of Common Stock shall be reclassified into one share of Class A Common Stock. Each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series D Preferred Stock shall automatically convert into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date. Each share of Series C Preferred Stock shall automatically convert into Common Stock on a 1.1869358:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.

2. The shares are represented by restricted stock units ("RSUs"). Each RSU represents the Reporting Person's right to receive one share of common stock of the Issuer, with 1/3rd of the total amount being received on each anniversary of April 16, 2021.

3. The option becomes exercisable as to 1/3rd of the shares subject to the option on each anniversary of April 15, 2021, subject to the Reporting Person's continuous status as a service provider through each such date.

Remarks:

/s/ Nathan Hatfield, attorney-in-
 fact 04/19/2021

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.

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/ Dean Li

Signature

Dean Li

Print Name