FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Machinaton  | D C  | 20540 |
|-------------|------|-------|
| Washington, | D.C. | 20549 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name and Ticker or Trading Symbol

| OMB APPROVAL      |           |  |  |  |  |  |  |  |  |  |  |
|-------------------|-----------|--|--|--|--|--|--|--|--|--|--|
| OMB Number:       | 3235-0287 |  |  |  |  |  |  |  |  |  |  |
| Fatimated average | hurdon    |  |  |  |  |  |  |  |  |  |  |

10% Owner

0.5

hours per response:

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

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  $\mathsf{Person}^{\star}$ 

Gibson Christopher

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

RECURSION PHARMACEUTICALS, INC.

|                                      | Синьсор   |   |                           |                 | [[  | RXR                                     | <b>X</b> ]       |   |  |            |  |  |   | X Directo   |  | _  |                  | % Owne                             | - 1   |  |
|--------------------------------------|---|---|---------------------------|-----------------|---|---|------------------|---|--|------------|--|--|---|---|--|--|------------------|------------------------------------|---|--|
| (Last) (First) (Middle)              |   |   |                           |                 | [   |   |                  |   |  |            |  |  | X Officer (give title Other (specify below) below)  |   |  |  |                  |                                    |   |  |
| C/O RECURSION PHARMACEUTICALS        |   |   |                           | 3               | Date of Earliest Transaction (Month/Day/Year) |   |                  |   |  |            |  |  | C   | hief Ex   | ecutive                                    | Office   | er               |                                    |   |  |
| 41 S. RIO GRANDE STREET              |   |   |                           |                 |   | 04/18/2022                              |                  |   |  |            |  |  |   |   |  |  |                  |                                    |   |  |
| (Street)                             |   | _  -                                    |                           |                 |   |   |                  |   |  |            |  |  |   |   |  |  |                  |                                    |   |  |
| SALT LA                              | AKE U   | JT                                      | 84101                     |                 | 4.  | . If Ame                                | endm             | ent, Date                                     | e of Orig  | inal F     | iled (Month/D  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person |   |  |  |                  |                                    |   |  |
| CITY                                 |   |   |                           |                 |   |   |                  |   |  |            |  |  | Form filed by More than One Reporting Person  |   |  |  |                  |                                    |   |  |
| (City)                               | (5  | State)                                  | (Zip)                     |                 |   |   |                  |   |  |            |  |  |   |   |  |  |                  |                                    |   |  |
|                                      |   | T                                       | able I                    | Non-D           | erivat  | ive S                                   | ecu              | rities /                                      | Acquir   | red,       | Disposed   | of, or E                                       | Beneficially  | y Owned   |  |  |                  |                                    |   |  |
| 1. Title of Security (Instr. 3)      |   | 2. Transaction<br>Date<br>(Month/Day/Ye |                           | Execution Date, |   | 3.<br>Transaction<br>Code (Instr.<br>8) |                  | 4. Securities<br>Disposed Of                  | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |            |  |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                                 | irect<br>direct<br>4)   | 7. Natur<br>Indirect<br>Benefici<br>Owners | ct<br>ficial<br>rship  |                  |                                    |   |  |
|                                      |   |   |                           |                 |   |   | Code             | v   | Amount   | (A) or (D) |  | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |   |   |  | (Instr. 4)   |                  |                                    |   |  |
| Class A C                            | Common St   | ock                                     |                           | 04/18/2022      |   |   |                  |   | M <sup>(1)</sup>   |            | 44,010   | A  | \$2.48  | 412,127   |  | D  |                  |                                    |   |  |
| Class A C                            | Common St   | ock                                     |                           | 04/18/          | /2022   |   |                  |   | S <sup>(1)</sup>   |            | 17,336   | D  | \$6.9898(2)   | 394,791   |  | D  |                  |                                    |   |  |
| Class A C                            | Common St   | ock                                     |                           | 04/18/          | /2022   |   |                  |   | C(1)(3)  |            | 18,500   | A  | \$0.00(4)   | 413,29  | 91   | D  |                  |                                    |   |  |
| Class A C                            | Common St   | ock                                     |                           | 04/18/          | /2022   |   |                  |   | S <sup>(1)</sup>   |            | 18,500   | D  | \$6.6971(5)   | 394,79  | 91   | D  | D                |                                    |   |  |
| Class A (                            | Common St   | ock                                     |                           | 04/18/2022      |   |   |                  |   | C <sup>(1)(3)</sup>  |            | 500  | A  | \$0.00(4)   | 500   |  | I  | I by LAI 3 LI    |                                    | VRAN-                                       |  |
| Class A (                            | Common St   | ock                                     |                           | 04/18/          | 04/18/2022                                    |   |                  |   | S <sup>(1)</sup>   |            | 500  | D  | \$6.7156(6)   | 0   |  |  |                  | -                                  | VRAN-                                       |  |
| Class A (                            | Class A Common Stock  |   | 04/18/                    | 8/2022          |   |   |                  | C <sup>(1)(3)</sup>                           |  | 1,000      | A  | \$0.00(4)                                      | 1,000   |   | I  | I by LA 4 L  |                  | VRAN-                              |   |  |
| Class A (                            | ss A Common Stock   |   | 04/18/2022                |                 |   |   | S <sup>(1)</sup> |   | 1,000  | D          | \$6.7064 <sup>(7)</sup>  | 0  |   | I   | I by<br>LA<br>4 L                          |  | VRAN-            |                                    |   |  |
| Class A (                            | Class A Common Stock  |   | 04/18/2022                |                 |   |   |                  | C <sup>(1)(3)</sup>                           |  | 1,000      | A  | \$0.00(4)                                      | 1,000   |   | I  |  | by Gib<br>Family | oson<br>y Trust                    |   |  |
| Class A Common Stock                 |   | 04/18/2022                              |                           |                 |   |   | S <sup>(1)</sup> |   | 1,000  | D          | \$6.7062(8)  | 0  |   | I   |  | by Gib<br>Family   | oson<br>y Trust  |                                    |   |  |
|                                      |   |   | Table                     |                 |   |   |                  |   |  |            | isposed o<br>s, conver   |  | eneficially   | Owned   |  |  |                  |                                    |   |  |
| 1. Title of                          | 2.  | 3. Transaction                          | 3A. Dee                   |                 | 4.  | 3, Ca                                   | _                | umber   |  |            | cisable and  | 7. Title ar                                    | nd Amount of  | 8. Price of   | 9. Numl                                    | ber of   | 10.              | 11                                 | . Nature of                                 |  |
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date<br>(Month/Day/Year)                | Execution if any (Month/I |                 |   | action of                               |                  | urities<br>uired<br>or<br>oosed<br>O) (Instr. | Expiration D<br>(Month/Day/  |            | ate Securities Underlyi<br>Year) Derivative Security<br>(Instr. 3 and 4) |  | s Underlying<br>e Security  | Security (Instr. 5)  Security (Bent Own Folic Report Tran (Instr. |  | curities curities Form: Direct or India (I) (I) (Ins ported insaction(s) str. 4) |                  | ship Ind<br>Be<br>D) Ov<br>ect (In | direct<br>eneficial<br>wnership<br>nstr. 4) |  |
|                                      |   |   |                           |                 | Code  | v                                       | (A)              | (D)   | Date<br>Exercis  | sable      | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares  |   |  |  |                  |                                    |   |  |
| Class B<br>Common<br>Stock           | \$0.00 <sup>(4)</sup>   | 04/18/2022                              |                           |                 | C <sup>(1)(3)</sup>                           |   |                  | 18,500  | (4)  | )          | (4)  | Class A<br>Common<br>Stock                     | 6,929,834   | \$0.00 <sup>(4)</sup> 6,929,834                                   |  | D  |                  |                                    |   |  |
| Stock<br>Option<br>(Right to<br>Buy) | \$11.4  |   |                           |                 |   |   |                  |   | (9)  | )          | 02/04/2032   | Class A<br>Common<br>Stock                     | 416,350   |   | 416,                                       | ,350   | D                |                                    |   |  |
| Stock<br>Option<br>(Right to<br>Buy) | \$11.4  |   |                           |                 |   |   |                  | 02/0  |  | 2022       | 02/04/2032   | Class A<br>Common<br>Stock                     | 5,436   | 5,43  |  | ,436 D   |                  |                                    |   |  |
| Stock<br>Option<br>(Right to<br>Buy) | \$2.48  | 04/18/2022                              |                           |                 |   |   |                  | 44,010  | ,010 (10)  |            | 12/30/2030   | Class A<br>Common<br>Stock                     | 1,207,294   | \$0.00 1,20   |  | 1,207,294 D  |                  |                                    |   |  |
| Class B<br>Common<br>Stock           | <b>\$</b> 0.00 <sup>(4)</sup>                                   | 04/18/2022                              |                           |                 | C <sup>(1)(3)</sup>                           |   |                  | 500   | (4)  |            | (4)  | Class A<br>Common<br>Stock                     | 547,000   | \$0.00 <sup>(4)</sup>   | 547,000                                    |  | I t I            |                                    | AHWRAN-<br>LLC <sup>(11)</sup>              |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |            |   |   |   |  |       |  |                    |  |                                  |   |  |  |  |
|--|--|------------|---|---|---|--|-------|--|--------------------|--|----------------------------------|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | Derivative Conversion Date Security or Exercise (Month/D |            | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D) (Instr.<br>3, 4 and 5) |       | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |            |   | Code                                    | v | (A)  | (D)   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |  |  |
| Class B<br>Common<br>Stock   | \$0.00 <sup>(4)</sup>                                    | 04/18/2022 |   | C <sup>(1)(3)</sup>                     |   |  | 1,000 | (4)  | (4)                | Class A<br>Common<br>Stock   | 544,000                          | \$0.00 <sup>(4)</sup>                               | 544,000  | I  | by<br>LAHWRAN-<br>4 LLC <sup>(12)</sup>                            |
| Class B<br>Common<br>Stock   | \$0.00 <sup>(4)</sup>                                    | 04/18/2022 |   | C <sup>(1)(3)</sup>                     |   |  | 1,000 | (4)  | (4)                | Class A<br>Common<br>Stock   | 140,875                          | \$0.00 <sup>(4)</sup>                               | 140,875  | I  | by Gibson<br>Family<br>Trust <sup>(13)</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 \$6.98 to \$7.03. 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. 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.
- 5. This transaction was executed in multiple trades at prices ranging from \$6.46 to \$7.03. 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.
- 6. This transaction was executed in multiple trades at prices ranging from \$6.46 to \$7.03. 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. This transaction was executed in multiple trades at prices ranging from \$6.47 to \$7.00. 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.

  8. This transaction was executed in multiple trades at prices ranging from \$6.46 to \$7.00. 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 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.
- 10. 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
- 11. The shares are held by LAHWRAN-3 LLC, of which the Reporting Person is a member and a manager.
- 12. The shares are held by LAHWRAN-4 LLC, of which the Reporting Person is a member and a manager.
- 13. The shares are held by the Gibson Family Trust, of which the Reporting Person serves as Trustee.

## Remarks:

/s/ Nathan Hatfield, attorney-infact 04/20/2022

\*\* 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.