

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>SHAW DAVID E</u> (Last) (First) (Middle) 120 WEST 45TH STREET, 39TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Schrodinger, Inc. [SDGR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2021 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, par value \$0.01 per share | 06/14/2021 | | s ⁽¹⁾ | | 8,911 | D | \$76.4976 ⁽²⁾ | 7,436,511 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/14/2021 | | s ⁽¹⁾ | | 31,512 | D | \$77.7167 ⁽⁴⁾ | 7,404,999 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/14/2021 | | s ⁽¹⁾ | | 3,040 | D | \$78.3397 ⁽⁵⁾ | 7,401,959 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/15/2021 | | s ⁽¹⁾ | | 8,723 | D | \$73.3808 ⁽⁶⁾ | 7,393,236 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/15/2021 | | s ⁽¹⁾ | | 37,365 | D | \$74.1026 ⁽⁷⁾ | 7,355,871 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/15/2021 | | s ⁽¹⁾ | | 13,826 | D | \$74.8377 ⁽⁸⁾ | 7,342,045 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/15/2021 | | s ⁽¹⁾ | | 500 | D | \$75.86 | 7,341,545 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/16/2021 | | s ⁽¹⁾ | | 8,229 | D | \$73.3367 ⁽⁹⁾ | 7,333,316 | I | Held by Schrodinger Equity Holdings, LLC ⁽³⁾ |

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, par value \$0.01 per share | 06/16/2021 | | s ⁽¹⁾ | | 19,107 | D | \$74.3979 ⁽¹⁰⁾ | 7,314,209 | I | Held by Schrodinge Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 06/16/2021 | | s ⁽¹⁾ | | 9,859 | D | \$75.1219 ⁽¹¹⁾ | 7,304,350 | I | Held by Schrodinge Equity Holdings, LLC ⁽³⁾ |
| Common Stock, par value \$0.01 per share | | | | | | | | 4,264 | I | Held by D. E. Shaw Technology Development, LLC ⁽¹²⁾ |

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 | | | | | |

1. Name and Address of Reporting Person*

[SHAW DAVID E](#)

(Last) (First) (Middle)

120 WEST 45TH STREET, 39TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Schrodinger Equity Holdings, LLC](#)

(Last) (First) (Middle)

120 WEST 45TH STREET, 39TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

- The transactions reported in this line of this Form 4 were effected pursuant to a Rule 10b5-1 sales plan dated May 13, 2021.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$76.165 to \$77.15, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Schrodinger Equity Holdings, LLC, which holds these securities, is owned in its entirety through a trust of which David E. Shaw is the trustee and beneficiary.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$77.17 to \$78.13 inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$78.20 to \$78.35, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$72.69 to \$73.68, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$73.69 to \$74.68, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$74.69 to \$75.28, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$72.77 to \$73.765, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$73.775 to \$74.76, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

11. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$74.78 to \$75.49, inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

12. David E. Shaw is President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the sole member of D. E. Shaw Technology Development, LLC.

Remarks:

David E. Shaw, By: /s/ Zach Bendiner, as Attorney-in-Fact for David E. Shaw 06/16/2021
Schrodinger Equity Holdings, LLC, By: /s/ Zach Bendiner, Authorized Signatory 06/16/2021

** 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.