

**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                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>SHAW DAVID E</u><br><br>(Last) (First) (Middle)<br>120 WEST 45TH STREET, 39TH FLOOR<br><br>(Street)<br>NEW YORK NY 10036<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Schrodinger, Inc. [ SDGR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/19/2020                   |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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 Beneficial Ownership (Instr. 4)            |
|--|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                     |   |  |   |
| Common Stock, par value \$0.01 per share | 10/19/2020                           |  | S <sup>(1)</sup>               |   | 77,566  | D          | \$56.802 <sup>(2)</sup>   | 13,273,221  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/19/2020                           |  | S <sup>(1)</sup>               |   | 65,654  | D          | \$57.4964 <sup>(4)</sup>  | 13,207,567  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/19/2020                           |  | S <sup>(1)</sup>               |   | 44,226  | D          | \$58.3902 <sup>(5)</sup>  | 13,163,341  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/20/2020                           |  | S <sup>(1)</sup>               |   | 84,931  | D          | \$56.039 <sup>(6)</sup>   | 13,078,410  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/20/2020                           |  | S <sup>(1)</sup>               |   | 45,751  | D          | \$56.8763 <sup>(7)</sup>  | 13,032,659  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/20/2020                           |  | S <sup>(1)</sup>               |   | 614   | D          | \$57.6306 <sup>(8)</sup>  | 13,032,045  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/21/2020                           |  | S <sup>(1)</sup>               |   | 47,525  | D          | \$55.3162 <sup>(9)</sup>  | 12,984,520  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/21/2020                           |  | S <sup>(1)</sup>               |   | 107,066   | D          | \$56.2035 <sup>(10)</sup> | 12,877,454  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |

**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 | 10/21/2020                           |  | s <sup>(1)</sup>               |   | 1,120   | D          | \$56.7996 <sup>(11)</sup> | 12,876,334  | I  | Held by Schrodinge Equity Holdings, LLC <sup>(3)</sup>         |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                           | 4,264   | I  | Held by D. E. Shaw Technology Development, LLC <sup>(12)</sup> |

**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 August 13, 2020.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$56.17 to \$57.165, 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 \$57.17 to \$58.10, 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 \$58.22 to \$58.55, 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 \$55.55 to \$56.54, 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 \$56.55 to \$57.52, 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 \$57.55 to \$57.795, 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 \$54.71 to \$55.705, 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 \$55.71 to \$56.70, 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 \$56.71 to \$56.92, 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.
- 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:**

Charles Ardai, as Attorney-in-Fact for David E. Shaw  
Schrodinger Equity Holdings, LLC, By: /s/ Charles Ardai, 10/21/2020  
Authorized Signatory.

\*\* 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.

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