

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

1. Name and Address of Reporting Person* <u>SHAW DAVID E</u>			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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2020</u>					
<u>120 WEST 45TH STREET, 39TH FLOOR</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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>NEW YORK NY 10036</u>								
(City) (State) (Zip)								

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	11/10/2020		S ⁽¹⁾		22,268	D	\$49.9111 ⁽²⁾	11,896,464	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/10/2020		S ⁽¹⁾		56,414	D	\$50.7412 ⁽⁴⁾	11,840,050	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/10/2020		S ⁽¹⁾		2,761	D	\$51.7456 ⁽⁵⁾	11,837,289	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/10/2020		S ⁽¹⁾		10,534	D	\$52.7945 ⁽⁶⁾	11,826,755	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/11/2020		S ⁽¹⁾		31,470	D	\$49.5182 ⁽⁷⁾	11,795,285	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/11/2020		S ⁽¹⁾		48,438	D	\$50.783 ⁽⁸⁾	11,746,847	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/11/2020		S ⁽¹⁾		27,092	D	\$51.288 ⁽⁹⁾	11,719,755	I	Held by Schrodinger Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/12/2020		S ⁽¹⁾		58,335	D	\$52.7575 ⁽¹⁰⁾	11,661,420	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	11/12/2020		s ⁽¹⁾		81,195	D	\$54.0108 ⁽¹¹⁾	11,580,225	I	Held by Schrodinge Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/12/2020		s ⁽¹⁾		123,709	D	\$54.8832 ⁽¹²⁾	11,456,516	I	Held by Schrodinge Equity Holdings, LLC ⁽³⁾
Common Stock, par value \$0.01 per share	11/12/2020		s ⁽¹⁾		85,086	D	\$55.5484 ⁽¹³⁾	11,371,430	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 ⁽¹⁴⁾

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*

[Schrodinge 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 \$49.345 to \$50.34, 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.
- Schrodinge 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 \$50.35 to \$51.345, 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 \$51.355 to \$52.23, 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 \$52.38 to \$53.16, 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 \$49.07 to \$50.03, 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.

8. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$50.08 to \$51.07, 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.

9. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$51.08 to \$51.51, 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.

10. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$52.345 to \$53.34, 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 \$53.345 to \$54.34, 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. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$54.345 to \$55.34, 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.

13. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$55.35 to \$55.95, 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.

14. 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/
Charles Ardaj, as Attorney-in- 11/13/2020
Fact for David E. Shaw
Schrodinger Equity Holdings,
LLC, By: /s/ Charles Ardaj, 11/13/2020
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.

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.