

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SCHRÖDINGER, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

95-4284541
(I.R.S. Employer
Identification Number)

**120 West 45th Street, 17th Floor
New York, New York 10036
(212) 295-5800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ramy Farid, Ph.D.
President and Chief Executive Officer
Schrödinger, Inc.
120 West 45th Street, 17th Floor
New York, New York 10036
(212) 295-5800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Cynthia T. Mazareas, Esq.
Steven D. Singer, Esq.
Scott N. Lunin, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000

Copies to:
Yvonne Tran, Esq.
Executive Vice President
and Chief Legal Officer
Schrödinger, Inc.
120 West 45th Street, 17th Floor
New York, New York 10036
(212) 295-5800

Richard C. Segal, Esq.
Divakar Gupta, Esq.
Alison A. Haggerty, Esq.
Cooley LLP
55 Hudson Yards
New York, New York 10001
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-243714

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	575,000	\$66.00	\$37,950,000	\$4,926

(1) Includes 75,000 shares of common stock that the underwriters have the option to purchase.

(2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.01 per share, of Schrödinger, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-243714), which was declared effective by the Commission on August 12, 2020, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of Richards, Layton & Finger, P.A.</u>
23.1	<u>Consent of KPMG LLP, independent registered public accounting firm</u>
23.2	<u>Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (incorporated by reference to the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-243714) filed with the Commission on August 10, 2020)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 12th day of August, 2020.

SCHRÖDINGER, INC.

By: /s/ Ramy Farid

Ramy Farid, Ph.D.

President and Chief Executive Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ramy Farid</u> Ramy Farid, Ph.D.	President and Chief Executive Officer, Director (Principal Executive Officer)	August 12, 2020
<u>/s/ Joel Lebowitz</u> Joel Lebowitz	Chief Financial Officer (Principal Financial Officer)	August 12, 2020
<u>/s/ Jenny Herman</u> Jenny Herman	Vice President, Controller (Principal Accounting Officer)	August 12, 2020
* <u>Michael Lynton</u>	Chairman of the Board	August 12, 2020
* <u>Jeffrey Chodakewitz, M.D.</u>	Director	August 12, 2020
* <u>Richard Friesner, Ph.D.</u>	Director	August 12, 2020
* <u>Gary Ginsberg</u>	Director	August 12, 2020
* <u>Rosana Kapeller-Libermann, M.D., Ph.D.</u>	Director	August 12, 2020
* <u>Gary Sender</u>	Director	August 12, 2020
* <u>Nancy Thornberry</u>	Director	August 12, 2020

*

Timothy Wright, M.D.

Director

August 12, 2020

*By: /s/ Ramy Farid
Ramy Farid
Attorney-in-fact



August 12, 2020

Schrödinger, Inc.
120 West 45th Street, 17th Floor
New York, New York 10036

Ladies and Gentlemen:

We are acting as special Delaware counsel to Schrödinger, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Rule 462(b) Registration Statement”), to register the Company’s issuance and sale of up to 575,000 shares (the “Shares”) of common stock, par value \$0.01 per share, of the Company, pursuant to an underwriting agreement (the “Underwriting Agreement”) to be entered into by and among the Company, the stockholder of the Company listed on Schedule I to the Underwriting Agreement and the several underwriters identified therein, the form of which has been incorporated by reference into the Rule 462(b) Registration Statement. In this connection, you have requested our opinion as to certain matters under the General Corporation Law of the State of Delaware (the “General Corporation Law”).



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www.rlf.com

For the purpose of rendering our opinion as expressed herein, we have been furnished and have reviewed the following documents:

(i) the Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on May 22, 1995, as amended by the Agreement of Merger, dated May 31, 1995, between the Company, all of the directors thereof, Schrödinger, Inc., a California corporation, and all of the directors thereof, as filed with the Secretary of State on June 7, 1995, the Certificate of Amendment of Certificate of Incorporation of the Company, as filed with the Secretary of State on October 10, 1997, the Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on January 7, 1999, the Certificate of Amendment of the Certificate of Incorporation of the Company, as filed with the Secretary of State on June 14, 2000, the Certificate of Renewal and Revival of Charter of the Company, as filed with the Secretary of State on March 30, 2001, the Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on March 27, 2002, the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on April 27, 2010, the Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on April 26, 2012, the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on December 11, 2012, the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on September 25, 2014, the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on June 12, 2015, the Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on November 28, 2017, the Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on October 2, 2018, the Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on November 9, 2018, the Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on April 24, 2019, the Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on July 22, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, the Certificate of Validation of the Company, as filed with the Secretary of State on December 18, 2019, and the Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on January 24, 2020, and the Restated Certificate of Incorporation of the Company, as filed with the Secretary of State on February 10, 2020 (collectively, the “Certificate of Incorporation”);

(ii) the bylaws of the Company as in effect at all relevant times;

(iii) the Underwriting Agreement;

(iv) a certificate of an officer of the Company (including the resolutions of the board of directors (the “Board”), the Pricing Committee of the Board (the “Pricing Committee”) and the stockholders of the Company and the other documents and materials attached thereto and certified therein), dated on or about the date hereof, as to certain matters (the “Officer’s Certificate”);

(v) the Registration Statement on Form S-1 (File No. 333-243714) (the “Registration Statement”) filed by the Company with the SEC;

(vi) the Rule 462(b) Registration Statement; and

(vii) a certificate of the Secretary of State, dated on or about the date hereof, as to the good standing of the Company.

With respect to the foregoing documents, we have assumed: (a) the genuineness of all signatures, and the incumbency, authority, legal right and power and legal capacity under all applicable laws and regulations of each of the officers and other persons and entities signing or whose signatures appear upon each of said documents as or on behalf of the parties thereto; (b) the authenticity of all documents submitted to us as originals; (c) the conformity to authentic originals of all documents submitted to us as certified, conformed, photostatic, electronic or other copies; (d) that the foregoing documents, in the forms submitted to us for our review, have not been and will not be altered or amended in any respect material to our opinion as expressed herein; and (e) all documents submitted to us as forms will be duly completed in a manner consistent with the opinion stated herein. We have reviewed such documents, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below. We have assumed and have not verified the accuracy as to the factual matters of the documents we have reviewed, including the factual matters set forth in the Officer's Certificate. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company employs other independent counsel and, to our knowledge, handles certain legal matters and issues without the assistance of independent counsel. We have not participated in the preparation of the Registration Statement or the Rule 462(b) Registration Statement and assume no responsibility for their contents, other than this opinion.

Based upon and subject to the foregoing and upon our review of such matters of law as we have deemed necessary and appropriate to render our opinion as expressed herein, and subject to the assumptions, exceptions, limitations and qualifications set forth herein, it is our opinion that the Shares have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the Underwriting Agreement and the resolutions of the Board and the Pricing Committee relating thereto, will be validly issued, fully paid and non-assessable under the General Corporation Law.

The foregoing opinion is subject to the following exceptions, limitations and qualifications:

A. We are admitted to practice law in the State of Delaware and do not hold ourselves out as being experts on the law of any other jurisdiction. The foregoing opinion is limited to the General Corporation Law currently in effect, and we have not considered and express no opinion on the effect of any other laws or the laws of any other state or jurisdiction, including state or federal laws relating to securities or other federal laws, or the rules and regulations of stock exchanges or of any other regulatory body. In addition, we have not considered and express no opinion as to the applicability of or any compliance with the Delaware Securities Act, 6 *Del. C.* § 73-101 et seq., or any rules or regulations promulgated thereunder.

B. This opinion speaks only as of the date hereof, and we shall have no obligation to update this opinion in any respect after the date hereof, including with respect to changes in law occurring on or after the date hereof.

We consent to your filing this opinion as an exhibit to the Rule 462(b) Registration Statement and to reference our firm in the Rule 462(b) Registration Statement or related prospectus under the heading “Legal Matters.” In giving the foregoing consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

SN/RBG

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Schrödinger, Inc.

We consent to the use of our report incorporated by reference herein and to the reference to our firm under the heading “Experts” in the prospectus. Our report refers to a change in the method of accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Codification Topic 842, *Leases*.

/s/ KPMG LLP

Portland, Oregon
August 12, 2020