

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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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*<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>10/13/2020                   |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 | 10/13/2020                           |  | S <sup>(1)</sup>               |   | 154,662   | D          | \$59.0309 <sup>(2)</sup>  | 13,901,429  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/13/2020                           |  | S <sup>(1)</sup>               |   | 83,876  | D          | \$59.6872 <sup>(4)</sup>  | 13,817,553  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/13/2020                           |  | S <sup>(1)</sup>               |   | 2,400   | D          | \$60.83 <sup>(5)</sup>    | 13,815,153  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/13/2020                           |  | S <sup>(1)</sup>               |   | 3,760   | D          | \$61.9354 <sup>(6)</sup>  | 13,811,393  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/14/2020                           |  | S <sup>(1)</sup>               |   | 80,665  | D          | \$56.9177 <sup>(7)</sup>  | 13,730,728  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/14/2020                           |  | S <sup>(1)</sup>               |   | 11,533  | D          | \$58.0972 <sup>(8)</sup>  | 13,719,195  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/14/2020                           |  | S <sup>(1)</sup>               |   | 38,409  | D          | \$59.1295 <sup>(9)</sup>  | 13,680,786  | I  | Held by Schrodinger Equity Holdings, LLC <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 10/14/2020                           |  | S <sup>(1)</sup>               |   | 120,306   | D          | \$60.0018 <sup>(10)</sup> | 13,560,480  | 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 | 10/14/2020                           |  | s <sup>(1)</sup>               |   | 53,227  | D          | \$60.6373 <sup>(11)</sup> | 13,507,253  | I  | Held by Schrodinge Equity Holdings, LLC <sup>(3)</sup>         |
| Common Stock, par value \$0.01 per share | 10/15/2020                           |  | s <sup>(1)</sup>               |   | 129,441   | D          | \$55.689 <sup>(12)</sup>  | 13,377,812  | I  | Held by Schrodinge Equity Holdings, LLC <sup>(3)</sup>         |
| Common Stock, par value \$0.01 per share | 10/15/2020                           |  | s <sup>(1)</sup>               |   | 27,025  | D          | \$56.288 <sup>(13)</sup>  | 13,350,787  | 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>(14)</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\*

[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 \$58.38 to \$59.37, 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 \$59.38 to \$60.25, 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 \$60.55 to \$61.39, 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 \$61.85 to \$62.38, 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 \$56.53 to \$57.51, 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.

8. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$57.53 to \$58.52, 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.

9. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$58.53 to \$59.35, 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.

10. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$59.55 to \$60.35, 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.

11. This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$60.55 to \$60.75, 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 \$55.00 to \$55.995, 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 \$56.00 to \$56.79, 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-  
Fact for David E. Shaw  
Schrodinger Equity Holdings,  
LLC, By: /s/ Charles Ardaj,  
Authorized Signatory](#) [10/15/2020](#)

\*\* 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.**