

**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* <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) 09/15/2020	
	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  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	09/15/2020		S <sup>(1)</sup>		107,707	D	\$53.3355 <sup>(2)</sup>	360,182	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/15/2020		S <sup>(1)</sup>		65,485	D	\$54.073 <sup>(4)</sup>	294,697	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/15/2020		S <sup>(1)</sup>		24,242	D	\$55.722 <sup>(5)</sup>	270,455	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/15/2020		S <sup>(1)</sup>		8,477	D	\$56.3081 <sup>(6)</sup>	261,978	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/15/2020		S <sup>(1)</sup>		54	D	\$57.2496 <sup>(7)</sup>	261,924	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/16/2020		S <sup>(1)</sup>		97,370	D	\$52.7333 <sup>(8)</sup>	164,554	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/16/2020		S <sup>(1)</sup>		110,631	D	\$53.668 <sup>(9)</sup>	53,923	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/17/2020		S <sup>(1)</sup>		44,541	D	\$51.8166 <sup>(10)</sup>	9,382	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/17/2020		S <sup>(1)</sup>		9,382	D	\$52.2097 <sup>(11)</sup>	0	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	09/17/2020		S <sup>(1)</sup>		80,405	D	\$51.4293 <sup>(12)</sup>	1,052,753	I	Held by D. E. Shaw & Co., L.P. <sup>(13)</sup>
Common Stock, par value \$0.01 per share	09/17/2020		S <sup>(1)</sup>		25,595	D	\$52.0024 <sup>(14)</sup>	1,027,158	I	Held by D. E. Shaw & Co., L.P. <sup>(13)</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								14,890,845	I	Held by Schrodinger Equity Holdings, LLC <sup>(15)</sup>
Common Stock, par value \$0.01 per share								4,264	I	Held by D. E. Shaw Technology Development, LLC <sup>(16)</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)					

**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 \$52.72 to \$53.715, 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.
- D. E. Shaw & Co., L.P. is the investment adviser of D. E. Shaw Valence Portfolios, L.L.C. Additionally, David E. Shaw is President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which is the manager of D. E. Shaw Valence Portfolios, L.L.C. David E. Shaw disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$53.72 to \$54.59, 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 \$55.15 to \$56.04, 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 \$56.15 to \$57.10, 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 \$57.22 to \$57.26, 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 \$52.29 to \$53.285, 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 \$53.29 to \$54.065, 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 \$51.13 to \$52.125, 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 \$52.13 to \$52.365, 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 \$50.825 to \$51.82, 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., Inc., which is the general partner of D. E. Shaw & Co., L.P. David E. Shaw disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any.
- This is a weighted average sale price for the transactions reported on this line. Sales ranged in price from \$51.83 to \$52.275, 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.
- 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:**

Exhibit Index: 24.1 Power of Attorney 24.2 Power of Attorney

David E. Shaw, By: /s/ Nathan Thomas, as Attorney-in-Fact 09/17/2020 for David E. Shaw

\*\* 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.

**Exhibit 24.1**

POWER OF ATTORNEY  
FOR CERTAIN REGULATORY FILINGS  
INCLUDING CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of:

Edward Fishman,

Julius Gaudio,

Martin Lebwohl,

Maximilian Stone,

David Sweet,

Nathan Thomas, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L.P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the United States Securities and Exchange Commission, and (ii) delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on January 1, 2017, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: March 1, 2017

DAVID E. SHAW, as President of  
D. E. Shaw & Co., Inc.  
/s/ David E. Shaw  
New York, New York

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Exhibit 24.2

POWER OF ATTORNEY  
FOR CERTAIN REGULATORY FILINGS  
INCLUDING CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of:

Edward Fishman,

Julius Gaudio,

Martin Lebwohl,

Maximilian Stone,

David Sweet,

Nathan Thomas, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name and/or my capacity as President of D. E. Shaw & Co. II, Inc. (acting for itself or as the managing member of D. E. Shaw & Co., L.L.C. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the United States Securities and Exchange Commission, and (ii) delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on January 1, 2017, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: March 1, 2017

DAVID E. SHAW, as President of  
D. E. Shaw & Co. II, Inc.  
/s/ David E. Shaw  
New York, New York

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