

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* SHAW DAVID E			2. Issuer Name and Ticker or Trading Symbol Schrodinger, Inc. [SDGR]			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) 10/07/2020			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		
120 WEST 45TH STREET, 39TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10036								
(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	10/07/2020		s ⁽¹⁾		52,232	D	\$53.2941 ⁽²⁾	32,807	I	Held by D.E. Shaw & Co., L.P. ⁽³⁾
Common Stock, par value \$0.01 per share	10/07/2020		s ⁽¹⁾		11,537	D	\$54.2244 ⁽⁴⁾	21,270	I	Held by D.E. Shaw & Co., L.P. ⁽³⁾
Common Stock, par value \$0.01 per share	10/07/2020		s ⁽¹⁾		21,250	D	\$54.9643 ⁽⁵⁾	20	I	Held by D.E. Shaw & Co., L.P. ⁽³⁾
Common Stock, par value \$0.01 per share	10/07/2020		s ⁽¹⁾		20	D	\$56	0	I	Held by D.E. Shaw & Co., L.P. ⁽³⁾
Common Stock, par value \$0.01 per share	10/07/2020		s ⁽¹⁾		131,022	D	\$53.879 ⁽⁶⁾	14,759,823	I	Held by Schrodinger Equity Holdings, LLC ⁽⁷⁾
Common Stock, par value \$0.01 per share	10/08/2020		s ⁽¹⁾		82,342	D	\$53.6468 ⁽⁸⁾	14,677,481	I	Held by Schrodinger Equity Holdings, LLC ⁽⁷⁾
Common Stock, par value \$0.01 per share	10/08/2020		s ⁽¹⁾		88,919	D	\$54.617 ⁽⁹⁾	14,588,562	I	Held by Schrodinger Equity Holdings, LLC ⁽⁷⁾
Common Stock, par value \$0.01 per share	10/08/2020		s ⁽¹⁾		59,837	D	\$55.2784 ⁽¹⁰⁾	14,528,725	I	Held by Schrodinger Equity Holdings, LLC ⁽⁷⁾
Common Stock, par value \$0.01 per share	10/09/2020		s ⁽¹⁾		100,000	D	\$54.8628 ⁽¹¹⁾	14,428,725	I	Held by Schrodinger Equity Holdings, LLC ⁽⁷⁾
Common Stock, par value \$0.01 per share	10/09/2020		s ⁽¹⁾		210,000	D	\$55.9878 ⁽¹²⁾	14,218,725	I	Held by Schrodinger Equity Holdings, LLC ⁽⁷⁾

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	10/09/2020		S	(1)	162,634	D	\$56.6855 ⁽¹³⁾	14,056,091	I	Held by Schrodinge Equity Holdings, LLC ⁽⁷⁾
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)
						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 \$52.88 to \$53.865, 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 \$53.89 to \$54.50, 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 \$54.90 to \$55.72, 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 \$53.57 to \$54.07, 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.
- 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 \$53.045 to \$54.04, 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 \$54.05 to \$54.85, 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 \$55.10 to \$55.55, 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 \$54.45 to \$55.20, 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 \$55.45 to \$56.40, 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 \$57.10, 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.

Remarks:

David E. Shaw, By: /s/
Charles Ardai, as Attorney-in-
Fact for David E. Shaw
Schrodinger Equity Holdings,
LLC, By: /s/ Charles Ardai,
Authorized Signatory 10/09/2020

** 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.

APPOINTMENT AND AUTHORIZATION OF AGENTS
AND
POWER OF ATTORNEY

I. Appointment and Authorization of Agents of Schrodinger Equity Holdings, LLC.

Charles Ardai, acting for Schrodinger Equity Holdings, LLC (the "LLC") in his capacity as authorized agent of the LLC pursuant to that certain Appointment and Authorization of Agents made by David E. Shaw on January 29, 2020, hereby constitutes, designates and appoints each of Amantha Butler, Zach Bendiner and Jennifer McGrady as the LLC's authorized agent, to:

- (A) execute for and on behalf of the LLC any filings required under the Securities Act of 1933 (the "Securities Act") or the Securities Exchange Act of 1934 (the "Exchange Act") in connection with the LLC's interests in Schrödinger, Inc., including without limitation Forms 3, 4 and 5, any filings made pursuant to Rule 144 promulgated under the Securities Act, and any filings made pursuant to Section 13(d) or 13(g) of the Exchange Act; and make any communications with Schrödinger, Inc. concerning Schrödinger, Inc.'s disclosures pursuant to the Securities Act or the Exchange Act regarding the LLC's interests in Schrödinger, Inc.;
- (B) do and perform any and all acts for and on behalf of the LLC which may be necessary or desirable to complete and execute any filings required under the Securities Act or the Exchange Act in connection with the undersigned's interests in Schrödinger, Inc.; complete and execute any amendment or amendments thereto; and timely file such filings with the SEC and any stock exchange or similar authority; and
- (C) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such authorized agent, may be of benefit to, in the best interest of, or legally required of, the LLC, it being understood that the documents executed by such authorized agent on behalf of the LLC pursuant to this appointment and authorization shall be in such form and shall contain such terms and conditions as such authorized agent may approve in such authorized agent's discretion.

II. Power of Attorney.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned Charles Ardai, acting as attorney-in-fact for David E. Shaw ("Principal") pursuant to that certain power of attorney made on January 29, 2020, hereby constitutes, designates and appoints each of Amantha Butler, Zach Bendiner and Jennifer McGrady as such Principal's true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution and full power to act alone, for the Principal and in the Principal's name, place and stead, in any and all capacities, to:

- (A) execute for and on behalf of the Principal any filings required under the Securities Act or the Exchange Act in connection with the Principal's interests in Schrödinger, Inc., including without limitation Forms 3, 4 and 5, any filings made pursuant to Rule 144 promulgated under the Securities Act, and any filings made pursuant to Section 13(d) or 13(g) of the Exchange Act; and make any communications with Schrödinger, Inc. concerning Schrödinger, Inc.'s disclosures pursuant to the Securities Act or the Exchange Act regarding the Principal's interests in Schrödinger, Inc.;
- (B) do and perform any and all acts for and on behalf of the Principal which may be necessary or desirable to complete and execute any filings required under the Securities Act or the Exchange Act in connection with the Principal's interests in Schrödinger, Inc.; complete and execute any amendment or amendments thereto; and timely file such filings with the SEC and any stock exchange or similar authority; and
- (C) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the Principal, it being understood that the documents executed by such attorney-in-fact on behalf of the Principal pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

On behalf of the Principal, the undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Principal might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the Principal's responsibilities to comply with Section 16 of the Exchange Act.

This Appointment and Authorization of Agents and Power of Attorney shall remain in full force and effect in each case until revoked by the LLC, the undersigned or the Principal (as applicable) in a signed writing delivered to the foregoing agents and attorney-in-fact (as applicable).

[Signature Page Follows]

IN WITNESS WHEREOF, this instrument has been executed as of the 3rd day of September, 2020.

SCHRODINGER EQUITY HOLDINGS, LLC

By: /s/ Charles Ardai

Name: Charles Ardai

Title: Authorized Agent

CHARLES ARDAI, ATTORNEY-IN-FACT FOR DAVID E. SHAW

/s/ Charles Ardai