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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 15, 2023

Schrodinger, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39206
(Commission File Number)

95-4284541
(I.R.S. Employer
Identification No.)

1540 Broadway, 24th Floor
New York, NY
(Address of principal executive offices)

10036
(Zip Code)

Registrant's telephone number, including area code: (212) 295-5800

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	SDGR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2023 Annual Meeting of Stockholders of Schrödinger, Inc. (the “Company”), held on June 15, 2023 (the “Annual Meeting”), the Company’s stockholders voted on the three proposals set forth below. A more detailed description of each proposal is set forth in the Company’s [Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 27, 2023](#).

Holders of the Company’s common stock were entitled to one vote per share of common stock on each matter brought before the Annual Meeting. Holders of the Company’s limited common stock were entitled to one vote per share of limited common stock on each matter brought before the Annual Meeting, except that each share of limited common stock was not entitled to vote on the election of directors.

Proposal 1 – Election of Three Class III Directors

The Company’s stockholders elected Richard A. Friesner, Rosana Kapeller-Libermann and Gary Sender as Class III directors of the Board, each to serve for a three-year term expiring at the 2026 Annual Meeting of Stockholders and until his or her respective successor is duly elected and qualified. The results of the stockholders’ vote with respect to the election of such Class III directors were as follows:

Nominee	<u>Number of Shares of Common Stock FOR</u>	<u>Number of Shares of Common Stock AGAINST</u>	<u>Number of Shares of Common Stock ABSTAINING</u>	<u>BROKER NON- VOTES</u>
Richard A. Friesner	32,377,334	11,584,007	170,284	6,149,494
Rosana Kapeller-Libermann	32,372,617	11,580,910	178,098	6,149,494
Gary Sender	31,925,671	12,031,225	174,729	6,149,494

Proposal 2 – Advisory Vote on Executive Compensation

The Company’s stockholders approved the non-binding, advisory vote on the compensation paid to its named executive officers. The results of the stockholders’ non-binding, advisory vote with respect to compensation paid to the Company’s named executive officers were as follows:

	<u>Number of Shares FOR</u>	<u>Number of Shares AGAINST</u>	<u>Number of Shares ABSTAINING</u>	<u>BROKER NON- VOTES</u>
Common Stock	41,064,585	2,863,662	203,378	6,149,494
Limited Common Stock	9,164,193	0	0	0
Total	50,228,778	2,863,662	203,378	6,149,494

Proposal 3 – Ratification of the Appointment of KPMG LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2023

The Company’s stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the stockholders’ vote with respect to such ratification were as follows:

	<u>Number of Shares FOR</u>	<u>Number of Shares AGAINST</u>	<u>Number of Shares ABSTAINING</u>
Common Stock	49,864,453	230,609	186,057
Limited Common Stock	9,164,193	0	0
Total	59,028,646	230,609	186,057

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Schrödinger, Inc.

Date: June 15, 2023

By: /s/ Yvonne Tran

Yvonne Tran
Chief Legal Officer and Corporate Secretary