

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>SHAW DAVID E</u> <hr/> (Last) (First) (Middle) 120 WEST 45TH STREET, 39TH FLOOR <hr/> (Street) NEW YORK NY 10036 <hr/> (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) 02/10/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	02/10/2020		C		14,890,845	A	(1)	14,890,845	I	Held by Schrodinger Equity Holdings, LLC <sup>(2)</sup>
Common Stock, par value \$0.01 per share	02/10/2020		C		1,133,158	A	(1)	1,133,158	I	Held by D. E. Shaw & Co., L.P. <sup>(3)</sup>
Common Stock, par value \$0.01 per share	02/10/2020		C		467,889	A	(1)	467,889	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(4)</sup>
Common Stock, par value \$0.01 per share	02/10/2020		C		4,264	A	(1)	4,264	I	Held by D. E. Shaw Technology Development, LLC. <sup>(5)</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	Title	Amount or Number of Shares				
Series A Preferred Stock, \$0.01 par value per share	(1)	02/10/2020		C		111,314,131		(1)	(1)	Common Stock, \$0.01 par value per share	14,890,845	\$0.00	0	I	Held by Schrodinger Equity Holdings, LLC <sup>(2)</sup>
Series A Preferred Stock, \$0.01 par value per share	(1)	02/10/2020		C		8,470,745		(1)	(1)	Common Stock, \$0.01 par value per share	1,133,158	\$0.00	0	I	Held by D. E. Shaw & Co., L.P. <sup>(3)</sup>
Series A Preferred Stock, \$0.01 par value per share	(1)	02/10/2020		C		3,497,635		(1)	(1)	Common Stock, \$0.01 par value per share	467,889	\$0.00	0	I	Held by D. E. Shaw Valence Portfolios, L.L.C. <sup>(4)</sup>
Series A Preferred Stock, \$0.01 par value per share	(1)	02/10/2020		C		31,878		(1)	(1)	Common Stock, \$0.01 par value per share	4,264	\$0.00	0	I	Held by D. E. Shaw Technology Development, LLC. <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
SHAW DAVID E  


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 (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:**

1. On February 10, 2020, all shares of Schrodinger, Inc. ("Issuer") Series A Preferred Stock, par value \$0.01 per share, converted into shares of Issuer Common Stock, par value \$0.01 per share, upon the closing of the Issuer's initial public offering of Common Stock without payment of consideration. The conversion rate was one share of Issuer Common Stock per each 7.47534 shares of Series A Preferred Stock. The Series A Preferred Stock was convertible into shares of Issuer Common Stock at any time and automatically upon the closing of the Issuer's initial public offering and had no expiration date.
2. 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.
3. 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.
4. 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.
5. 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](#) [02/10/2020](#)  
[Ardai, Attorney-in-Fact](#)  
[Schrodinger Equity Holdings,](#)  
[LLC, By: /s/ Charles Ardai,](#) [02/10/2020](#)  
[Authorized Signatory.](#)

\*\* 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.**