

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* Casdin Eli (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS SUITE 2600 (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EQRx, Inc. [EQRX]	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) 11/09/2023		
	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 <input type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	11/09/2023		J		8,659,372	D	\$0	0	I	See footnote ⁽¹⁾
Common Stock	11/09/2023		J		30,214,934	D	\$0	0	I	See footnote ⁽²⁾
Common Stock	11/09/2023		J		3,824,572	D	\$0	0	I	See footnote ⁽³⁾
Common Stock	11/09/2023		J		5,488,164	D	\$0	0	I	See footnote ⁽⁴⁾

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				
Warrants to purchase Class A Common Stock (right to buy)	\$11.5	11/09/2023		J		8,110,001		04/09/2022	12/17/2026	Common Stock	8,110,001	\$0	0	I	See footnote ⁽¹⁾
Earn-out Shares	(5)	11/09/2023		J		3,472,300		(5)	12/17/2024	Common Stock	3,472,300	(5)	0	I	See footnote ⁽²⁾
Earn-out Shares	(5)	11/09/2023		J		526,674		(5)	12/17/2024	Common Stock	526,674	(5)	0	I	See footnote ⁽³⁾
Earn-out Shares	(5)	11/09/2023		J		755,766		(5)	12/17/2024	Common Stock	755,766	(5)	0	I	See footnote ⁽⁴⁾
Stock Option (Right to Buy)	\$4.95	11/09/2023		J		101,010		(6)	09/30/2032	Common Stock	101,010	\$0	0	D	

Explanation of Responses:

- The securities were held directly by CMLS Holdings III LLC ("CMLS Holdings III"). Mr. Casdin is a member of the Board of Managers of CMLS Holdings III and as a result shares voting and investment discretion with respect to the securities held by CMLS Holdings III. Mr. Casdin disclaims beneficial ownership of these shares except to the extent of his respective pecuniary interest therein.
- The securities were owned directly by the Casdin Partners Master Fund, L.P. (the "Master Fund") and were deemed to be indirectly beneficially owned by (i) Casdin Capital, the investment adviser to the Master Fund, (ii) Casdin GP, the general partner of the Master Fund, and (iii) Eli Casdin, the managing member of Casdin Capital and Casdin GP. Mr. Casdin disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.)
- The securities were owned directly by Casdin Venture Opportunities Fund, L.P. (the "Venture Fund") and were deemed to be indirectly beneficially owned by (i) Casdin Capital, the investment adviser to the Venture Fund, (ii) Casdin Venture Opportunities Fund GP, LLC (the "Venture GP"), the general partner of the Venture Fund, and (iii) Eli Casdin, the managing member of Casdin Capital and Venture GP.
- The securities were owned directly by Casdin Private Growth Equity Fund, L.P. (the "Private Fund") and were deemed to be indirectly beneficially owned by (i) Casdin Capital, the investment adviser to the Private Fund, (ii) Casdin Private Growth Equity Fund GP, LLC (the "Private GP"), the general partner of the Private Fund, and (iii) Eli Casdin, the managing member of Casdin Capital and Private GP.
- The Reporting Person received the right to acquire an aggregate of 4,729,839 shares of the Issuer's Common Stock (the "Earn-out Shares") (i) 3,310,887 of which were to be released from escrow if the value weighted average price ("VWAP") for at least 20 of any 30 consecutive trading days following December 17, 2022 was at least \$12.50; and (ii) 1,418,952 would have been released from such escrow if the VWAP for at least 20 of any 30 consecutive trading days following December 17, 2022 was at least \$16.50. Any Earn-out Shares not eligible to be released on or prior to December 17, 2024 would have been forfeited and cancelled, and the maximum number of Earn-out Shares the Reporting Person may be eligible to acquire was subject to adjustment.
- The shares underlying this option vested and became exercisable in full on September 30, 2023, the one-year anniversary of the grant date, subject to the Reporting Person's continuous service on such vesting date, and subject to full acceleration upon the consummation of a Sale Event (as defined in the Issuer's 2021 Stock Option and Incentive Plan).

Remarks:

Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Eli Casdin, Eli Casdin

11/14/2023

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.