

OMB APPROVAL	
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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* <u>AH Equity Partners LSV I, L.L.C.</u> (Last) (First) (Middle) 2865 SAND HILL ROAD, SUITE 101 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EQRx, Inc. [EQRX]</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) 01/01/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								12,264	I	By AD Holdings, LLC ⁽¹⁾
Common Stock								17,438,465	I	By AH Bio Fund II, L.P. ⁽⁴⁾⁽⁵⁾
Common Stock								19,192,015	I	By AH Bio Fund III, L.P. ⁽⁶⁾⁽⁷⁾
Common Stock								11,433,677	I	By Andreessen Horowitz LSV Fund I, L.P. ⁽⁸⁾⁽⁹⁾
Common Stock								5,000,000	I	By Andreessen Horowitz LSV Fund II, L.P. ⁽¹⁰⁾⁽¹¹⁾

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
Earn-out Shares	(2)(3)	01/01/2023		A ⁽²⁾⁽³⁾		12,577		(2)(3)	12/17/2024	Common Stock	12,577	(2)(3)	2,401,418	I	By AH Bio Fund II, L.P. ⁽⁴⁾⁽⁵⁾
Earn-out Shares	(2)(3)	01/01/2023		A ⁽²⁾⁽³⁾		13,842		(2)(3)	12/17/2024	Common Stock	13,842	(2)(3)	2,642,897	I	By AH Bio Fund III, L.P. ⁽⁶⁾⁽⁷⁾
Earn-out Shares	(2)(3)	01/01/2023		A ⁽²⁾⁽³⁾		8,246		(2)(3)	12/17/2024	Common Stock	8,246	(2)(3)	1,574,510	I	By Andreessen Horowitz LSV Fund I, L.P. ⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*
AH Equity Partners LSV I, L.L.C.
 (Last) (First) (Middle)
 2865 SAND HILL ROAD, SUITE 101

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

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1. Name and Address of Reporting Person*		
Andreessen Marc L		
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1. Name and Address of Reporting Person*		
HOROWITZ BENJAMIN A		
(Last) (First) (Middle)		
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(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

- The reported securities are held by AD Holdings, LLC, of which Marc Andreessen is a manager. These securities were received by AD Holdings, LLC pursuant to a pro rata distribution by Section 32 Fund 2, LP for no consideration, of shares of Common Stock of the Issuer to its limited partners in accordance with the exemption afforded by Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended. Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by AD Holdings, LLC (and this report shall not be deemed an admission that any such person is the beneficial owner of such securities), except to the extent of such person's pecuniary interest therein, if any.
- On January 1, 2023, AH Bio Fund II, L.P., AH Bio Fund III, L.P. and Andreessen Horowitz LSV Fund I, L.P. (together, the "AH Funds") were allocated the right to acquire an aggregate of 34,665 additional shares of the Issuer's Common Stock (the "Earn-out Shares"), (i) 24,265 of which will 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 is at least \$12.50; and (ii) 10,400 of which will be released from such escrow if the VWAP for at least 20 of any 30 consecutive trading days following December 17, 2022 is at least \$16.50.
- (Continued from Footnote 2) Any Earn-out Shares not eligible to be released on or prior to December 17, 2024 will be forfeited and cancelled, and the maximum number of Earn-out Shares the AH Funds may be eligible to acquire is subject to adjustment per the terms of the Agreement and Plan of Merger dated August 5, 2021 by and among the Issuer (f/k/a CM Life Sciences III Inc.), Clover III Merger Sub Inc. and EQRx International, Inc. (f/k/a EQRx, Inc.).
- The reported securities are held by AH Bio Fund II, L.P., for itself and as nominee for AH Bio Fund II-B, L.P. (collectively, the "AH Bio Fund II Entities"). AH Equity Partners Bio II, L.L.C. ("AH EP Bio II") is the general partner of the AH Bio Fund II Entities and may be deemed to have sole voting and dispositive power with regard to the securities held by the AH Bio Fund II Entities. The managing members of AH EP Bio II are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz may be deemed to have shared voting and dispositive power with respect to the securities held by the AH Bio Fund II Entities.
- Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH Bio Fund II Entities (and this report shall not be deemed an admission that any such person is the beneficial owner of such securities), except to the extent of such person's pecuniary interest therein, if any.
- The reported securities are held by AH Bio Fund III, L.P., for itself and as nominee for AH Bio Fund III-B, L.P. and AH Bio Fund III-Q, L.P. (collectively, the "AH Bio Fund III Entities"). AH Equity Partners Bio III, L.L.C. ("AH EP Bio III") is the general partner of the AH Bio Fund III Entities and may be deemed to have sole voting and dispositive power with regard to the securities held by the AH Bio Fund III Entities. The managing members of AH EP Bio III are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz may be deemed to have shared voting and dispositive power with respect to the securities held by the AH Bio Fund III Entities.
- Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH Bio Fund III Entities (and this report shall not be deemed an admission that any such person is the beneficial owner of such securities), except to the extent of such person's pecuniary interest therein, if any.
- The reported securities are held by Andreessen Horowitz LSV Fund I, L.P., for itself and as nominee for Andreessen Horowitz LSV Fund I-B, L.P. and Andreessen Horowitz LSV Fund I-Q, L.P. (collectively, the "AH LSV Fund I Entities"). AH Equity Partners LSV I, L.L.C. ("AH EP LSV I") is the general partner of the AH LSV Fund I Entities and may be deemed to have sole voting and dispositive power with regard to the securities held by the AH LSV Fund I Entities. The managing members of AH EP LSV I are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz may be deemed to have shared voting and dispositive power with respect to the securities held by the AH LSV Fund I Entities.
- Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH LSV Fund I Entities (and this report shall not be deemed an admission that any such person is the beneficial owner of such securities), except to the extent of such person's pecuniary interest therein, if any.
- The reported securities are held by Andreessen Horowitz LSV Fund II, L.P., for itself and as nominee for Andreessen Horowitz LSV Fund II-B, L.P. and Andreessen Horowitz LSV Fund II-Q, L.P. (collectively, the "AH LSV Fund II Entities"). AH Equity Partners LSV II, L.L.C. ("AH EP LSV II") is the general partner of the AH LSV Fund II Entities and may be deemed to have sole voting and dispositive power with regard to the securities held by the AH LSV Fund II Entities. The managing members of AH EP LSV II are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz may be deemed to have shared voting and dispositive power with respect to the securities held by the AH LSV Fund II Entities.
- Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the AH LSV Fund II Entities (and this report shall not be deemed an admission that any such person is the beneficial owner of such securities), except to the extent of such person's pecuniary interest therein, if any.

Remarks:

Form 2 of 2: This Form 4 is the second of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 Reporting Persons total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 Reporting Persons.

[AH Equity Partners LSV I, L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 01/05/2023

[Andreessen Horowitz LSV Fund I, L.P., By: AH Equity Partners LSV I, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 01/05/2023

[Andreessen Horowitz LSV Fund I-B, L.P., By: AH Equity Partners LSV I, L.L.C., Its: General Partner, By: /s/ Scott](#) 01/05/2023

<u>Kupor, Scott Kupor, Chief Operating Officer</u>	
<u>Andreessen Horowitz LSV Fund I-Q, L.P., By: AH Equity Partners LSV I, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer</u>	<u>01/05/2023</u>
<u>AH Equity Partners LSV II, L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer</u>	<u>01/05/2023</u>
<u>Andreessen Horowitz LSV Fund II, L.P., By: AH Equity Partners LSV II, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer</u>	<u>01/05/2023</u>
<u>Andreessen Horowitz LSV Fund II-B, L.P., By: AH Equity Partners LSV II, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer</u>	<u>01/05/2023</u>
<u>Andreessen Horowitz LSV Fund II-Q, L.P., By: AH Equity Partners LSV II, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer</u>	<u>01/05/2023</u>
<u>MARC L. ANDREESSEN, By: /s/ Scott Kupor, Attorney-in- Fact for Marc L. Andreessen</u>	<u>01/05/2023</u>
<u>BENJAMIN HOROWITZ, By: /s/ Scott Kupor, Attorney-in- Fact for Benjamin Horowitz</u>	<u>01/05/2023</u>
** 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.