

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): October 28, 2021

CM LIFE SCIENCES III INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-40312

(Commission File Number)

86-1691173

(I.R.S. Employer Identification No.)

**c/o Corvex Management LP
667 Madison Avenue
New York, New York**

(Address of principal executive offices)

10065

(Zip Code)

Registrant's telephone number, including area code: **(212) 474-6745**

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 communication 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-commencements 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 Symbols	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-fifth of one redeemable warrant	CMLTU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	CMLT	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	CMLTW	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 1.01. Entry into a Material Definitive Agreement.

On October 28, 2021, CM Life Sciences III Inc., a Delaware corporation (“*CMLSIII*” or the “*Company*”) entered into an amendment (the “*Amendment*”) to the previously disclosed Agreement and Plan of Merger (as may be amended and modified from time to time, the “*Merger Agreement*”), dated as of August 5, 2021, by and among EQRx, Inc., a Delaware corporation (“*EQRx*”), and the other parties thereto (the transactions contemplated by the Merger Agreement, including the Merger (as defined below), the “*Business Combination*”). Capitalized terms not defined herein have the meaning assigned to them in the Merger Agreement.

As previously disclosed, the Merger Agreement is subject to the satisfaction or waiver of certain customary closing conditions. Pursuant to the Amendment, in addition to CMLSIII stockholder approval of the second amended and restated certificate of incorporation of CMLSIII (the “*Proposed Charter*”) pursuant to the governing documents of CMLSIII and applicable law, the parties agreed to a mutual closing condition that the Proposed Charter will have been approved at the Special Meeting by the affirmative vote of the holders of a majority of the shares of CMLSIII’s Class A common stock, par value \$0.0001 per share (“*CMLSIII Class A Common Stock*”), then outstanding and entitled to vote thereon at the Special Meeting, voting separately as a single series.

The foregoing summary is qualified in its entirety by reference to the Amendment which is filed as Exhibit 2.1 hereto and incorporated herein by reference.

Cautionary Statement Regarding Forward Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed Business Combination between EQRx and the Company, including express or implied statements regarding the anticipated benefits of the Business Combination, the anticipated timing of the Business Combination, the expected cash proceeds from the Business Combination, the expected continued listing on Nasdaq, EQRx’s ability to accelerate growth and expand access to innovative medicines, EQRx’s ability to obtain FDA and other approvals of any product candidates in its pipeline, and EQRx’s ability to expand its pipeline and execute on its business strategy with payers, as well as other statements regarding plans and market opportunities of EQRx. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this Current Report on Form 8-K, including but not limited to: (i) the risk that the Business Combination may not be completed in a timely manner or at all, (ii) the risk that the Business Combination may not be completed by the Company’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by the Company, (iii) the failure to satisfy the conditions to the consummation of the Business Combination, including the adoption of the merger agreement by the stockholders of the Company, the satisfaction of the minimum trust account amount following redemptions by the Company’s public stockholders and the receipt of certain governmental and regulatory approvals, (iv) the lack of a third party valuation in determining whether or not to pursue the transaction, (v) the inability to complete the PIPE investment in connection with the Business Combination, (vi) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (vii) the effect of the announcement or pendency of the Business Combination on EQRx’s business relationships, operating results and business generally, (viii) risks that the proposed Business Combination disrupts current plans and operations of EQRx and potential difficulties in EQRx employee retention as a result of the Business Combination, (ix) the outcome of any legal proceedings that may be instituted against the Company or EQRx related to the Merger Agreement or the Business Combination, (x) the ability to maintain the listing of the Company’s securities on a national securities exchange, (xi) changes in the competitive and highly regulated industries in which EQRx operates, variations in operating performance across competitors, changes in laws and regulations affecting EQRx’s business and changes in the combined capital structure, (xii) risks associated with EQRx’s ability to implement its business plans, including risks associated with its growth strategy, obtaining regulatory approvals, and creating a global payer network, and other risks associating with its plans to create a new kind of pharmaceutical company, (xiii) the risk of downturns and a changing regulatory landscape in the highly competitive healthcare and biopharmaceutical industries, (xiv) the size and growth of the markets in which EQRx operates and its ability to offer innovative medicines at reduced prices, and (xv) EQRx’s ability to operate as a public company. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of the Company’s registration statement on Form S-1 (File No. 333-253475), the proxy statement/prospectus included in the registration statement on Form S-4 to be filed with the SEC in connection with the Business Combination and other documents filed by the Company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and EQRx and the Company assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither EQRx nor CM Life Sciences III gives any assurance that either EQRx or the Company or the combined company will achieve its expectations.

Additional Information and Where to Find It / Non-Solicitation

In connection with the proposed Business Combination, the Company filed a registration statement on Form S-4/A with the SEC on October 1, 2021, which includes a document that serves as a prospectus and proxy statement of the Company, referred to as a proxy statement/prospectus. A final proxy statement/prospectus will be sent to the stockholders of the Company. The Company and EQRx also will file other documents regarding the proposed Business Combination with the SEC. **Before making any voting decision, investors and security holders of the Company are urged to read the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed Business Combination as they become available because they will contain important information about the proposed transaction.** Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by the Company and EQRx through the website maintained by the SEC at www.sec.gov. The documents filed by the Company with the SEC also may be obtained free of charge at the Company's website at <https://cmlifesciencespac.com/> or upon written request to the Company, c/o Corvex Management, 667 Madison Ave, New York, NY 10065.

Participants in Solicitation

The Company and EQRx and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's shareholders in connection with the proposed Business Combination. Information about the Company's directors and executive officers and their ownership of the Company's securities is set forth in the Company's filings with the SEC. To the extent that holdings of the Company's securities have changed since the amounts printed in the Company's Registration Statement on Form S-1, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. A list of the names of such directors and executive officers and information regarding their interests in the business combination will be contained in the proxy statement/prospectus when available. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This Current Report on Form 8-K shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination. This Current Report on Form 8-K shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, or an exemption therefrom.

Item 9.01 Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
2.1	Amendment to Agreement and Plan of Merger, dated October 28, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

CM Life Sciences III Inc.

Date: October 29, 2021

By: /s/ Brian Emes

Name: Brian Emes

Title: Chief Financial Officer and Secretary

AMENDMENT TO AGREEMENT AND PLAN OF MERGER

This Amendment (this "Amendment"), entered into and effective as of October 28, 2021, is made to that Agreement and Plan of Merger (as may be further amended, modified and restated, the "Merger Agreement"), dated as of August 5, 2021, by and among CM Life Sciences III Inc., a Delaware corporation ("Parent"), Clover III Merger Sub Inc., a Delaware corporation and a direct, wholly-owned subsidiary of Parent ("Merger Sub"), and EQRx, Inc., a Delaware corporation (the "Company"). Each of the Company, Parent and Merger Sub shall individually be referred to herein as a "Party" and, collectively, the "Parties". Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Merger Agreement.

WITNESSETH:

WHEREAS, Section 11.12 (Amendment) of the Merger Agreement provides that the Merger Agreement may be amended by the Parties at any time by execution of an instrument in writing signed on behalf of the Parties; and

WHEREAS, the Parties wish to amend the Merger Agreement on the terms set forth herein.

NOW, THEREFORE, in exchange for good and valuable consideration, the sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Parties hereby agree as follows:

1. Definition of Parent Stockholder Approval. The following definition shall be added to Section 1.2 of Schedule A:

"Parent Stockholder Approval" shall mean the approval of each Parent Stockholder Matter identified in Section 7.1(a) by the affirmative vote or written consent of the holders of the requisite number of Parent Shares entitled to vote thereon, whether in person or by proxy at the Special Meeting (or any adjournment thereof) or by written consent, in each case, in accordance with the Parent Organizational Documents, Applicable Legal Requirements and the rules of Nasdaq.

2. Amendment to Section 5.4(b) of the Merger Agreement. Section 5.4(b) of the Merger Agreement is hereby replaced in its entirety with the following:

"The Parent Stockholder Approval is the only vote of the holders of any class or series of capital stock of Parent required to approve and adopt this Agreement and approve the Transactions."

3. Amendment to Section 8.1 of the Merger Agreement. Section 8.1 of the Merger Agreement is hereby amended by adding the following paragraph as a new Section 8.1(e) of the Merger Agreement:

"(e) The Parent A&R Charter shall have been approved at the Special Meeting by the affirmative vote of the holders of a majority of the shares of Parent Class A Stock then outstanding and entitled to vote thereon at the Special Meeting, voting separately as a single series."

4. Effect of Amendment. Except as expressly amended by this Amendment, the terms and provisions of the Merger Agreement shall be in full force and effect. No reference to this Amendment need be made in any instrument or document making reference to the Merger Agreement. From and after the date hereof, references to “this Agreement”, Section 1.2 of Schedule A, Section 5.4(b) or Section 8.1 in the Merger Agreement shall be deemed references to the Merger Agreement, Section 1.2 of Schedule A, Section 5.4(b) or Section 8.1, respectively, in each case as amended by this Amendment.
5. Miscellaneous. The provisions of Article XI (General Provisions) of the Merger Agreement is hereby incorporated by reference and shall apply *mutatis mutandis* to this Amendment as if set forth at length herein, and to the Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms as modified hereby. For the avoidance of doubt, this Amendment and the Merger Agreement (which includes the Company Disclosure Letter, the Parent Disclosure Letter, the other schedules thereto and the exhibits thereto), as amended pursuant to this Amendment and the Transaction Agreements set forth the entire understanding of the Parties with respect to the Transactions. Any and all previous agreements and understandings between or among the Parties regarding the subject matter hereof, whether written or oral, are superseded by the documents and agreements referred to in this section.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

PARENT:

CM LIFE SCIENCES III INC.

By: /s/ Brian Emes
Name: Brian Emes
Title: Chief Executive Officer and Secretary

MERGER SUB:

CLOVER III MERGER SUB INC.

By: /s/ Brian Emes
Name: Brian Emes
Title: Chief Executive Officer and Secretary

COMPANY:

EQRX, INC.

By: /s/ Melanie Nallicheri
Name: Melanie Nallicheri
Title: President and Chief Executive Officer