

**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

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).

1. Name and Address of Reporting Person* <u>Rubin Jami</u>  (Last) (First) (Middle) <u>EQRX, INC.</u> <u>50 HAMPSHIRE STREET</u>  (Street) <u>CAMBRIDGE MA 02139</u>  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2021</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2021		A <sup>(1)</sup>		2,194,500	A	(1)	2,194,500	D	

**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)	12/17/2021		A <sup>(2)</sup>		300,618		(2)	12/17/2024	Common Stock	300,618	(2)	300,618	D	

**Explanation of Responses:**

- On December 17, 2021, upon consummation of the transactions (the "Closing" of the "Business Combination") contemplated by the Agreement and Plan of Merger dated August 5, 2021 (the "Merger Agreement") 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., "Legacy EQRx"), each share of Legacy EQRx capital stock was exchanged, pursuant to the Merger Agreement, for shares of the Issuer's Common Stock.
- Upon consummation of the Business Combination, the Reporting Person received the right to acquire an aggregate of 300,618 shares of the Issuer's Common Stock (the "Earn-out Shares"), (i) 210,433 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) 90,185 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. 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 Reporting Person may be eligible to acquire is subject to adjustment per the terms of the Merger Agreement.

**Remarks:**

/s/ William Collins, Attorney-in-Fact 12/20/2021

\*\* 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.

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