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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* <u>Casdin Eli</u>			2. Issuer Name and Ticker or Trading Symbol <u>EQRx, Inc. [EQRX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2021			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
EQRX, INC. 50 HAMPSHIRE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year) 12/21/2021					
(Street) CAMBRIDGE MA 02139								
(City) (State) (Zip)								

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			
Class A Common Stock	12/17/2021		M ⁽¹⁾		8,659,372	A	(1)	8,659,372	I ⁽³⁾	By CMLS Holdings III LLC
Class A Common Stock	12/17/2021		J ⁽²⁾		8,659,372	D	(2)	0	I ⁽³⁾	By CMLS Holdings III LLC
Common Stock	12/17/2021		J ⁽²⁾		8,659,372	A	(2)	8,659,372	I ⁽³⁾	By CMLS Holdings III LLC
Common Stock	12/17/2021		A ⁽⁴⁾		25,214,934	A	(4)	25,214,934	I ⁽⁵⁾⁽⁶⁾	By Casdin Partners Master Fund L.P.
Common Stock	12/17/2021		A ⁽⁷⁾		5,000,000	A	\$10	30,214,934	I ⁽⁵⁾⁽⁶⁾	By Casdin Partners Master Fund L.P.
Common Stock	12/17/2021		A ⁽⁴⁾		3,824,572	A	(4)	3,824,572	I ⁽⁶⁾⁽⁸⁾	By Casdin Venture Opportunities Fund, L.P.
Common Stock	12/17/2021		A ⁽⁴⁾		5,488,164	A	(4)	5,488,164	I ⁽⁶⁾⁽⁹⁾	By Casdin Private Growth Equity Fund, L.P.

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				
Class B Common Stock	(1)	12/17/2021		J ⁽¹⁰⁾			4,840,628	(1)	(1)	Class A Common Stock	4,840,628	(1)	8,659,372	I ⁽³⁾	By CMLS Holdings III LLC
Class B Common Stock	(1)	12/17/2021		M ⁽¹⁾			8,659,372	(1)	(1)	Class A Common Stock	8,659,372	(1)	0	I ⁽³⁾	By CMLS Holdings III LLC
Earn-out Shares	(11)	12/17/2021		A ⁽¹¹⁾			3,454,116	(11)	12/17/2024	Common Stock	3,454,116	(11)	3,454,116	I ⁽⁵⁾⁽⁶⁾	By Casdin Partners Master Fund L.P.
Earn-out Shares	(11)	12/17/2021		A ⁽¹¹⁾			523,916	(11)	12/17/2024	Common Stock	523,916	(11)	523,916	I ⁽⁶⁾⁽⁸⁾	By Casdin Venture Opportunities Fund, L.P.
Earn-out Shares	(11)	12/17/2021		A ⁽¹¹⁾			751,807	(11)	12/17/2024	Common Stock	751,807	(11)	751,807	I ⁽⁶⁾⁽⁹⁾	By Casdin Private Growth Equity Fund, L.P.

**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	12/17/2021		A ⁽¹²⁾		8,110,001		04/09/2022	12/17/2026	Common Stock	8,110,001	(12)	8,110,001	I	By CMLS Holdings III LLC ⁽²⁾

Explanation of Responses:

- Immediately prior to the 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 the Issuer's Class B Common Stock automatically converted into shares of Class A Common Stock on a one-for-one basis (the "Conversion").
- Immediately following the Conversion but prior to Closing, the Class A Common Stock was reclassified as Common Stock.
- The shares are held directly by CMLS Holdings III LLC. The Reporting Person serves on the Board of Managers of CMLS Holdings III and shares voting and investment discretion with respect to the common stock held of record by CMLS Holdings III LLC. C-LSH III is a member of CMLS Holdings III LLC, and the Reporting Person is managing member of C-LSH III. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Upon consummation of the Business Combination, each share of Legacy EQRx capital stock was exchanged, pursuant to the Merger Agreement, for shares of the Issuer's Common Stock.
- The shares are held directly by Casdin Partners Master Fund, L.P. ("CPMF").
- Casdin Capital, LLC is the investment advisor to CPMF, Casdin Venture Opportunities Fund, L.P. ("CVOF") and Casdin Private Growth Equity Fund, L.P. ("CPGEF"). Casdin Partners GP, LLC is the general partner of CPMF. Casdin Venture Opportunities Fund GP, LLC is the general partner of CVOF. Casdin Private Growth Equity Fund GP, LLC is the general partner of CPGEF. The Reporting Person is the managing member of Casdin Capital, LLC, Casdin Partners GP, LLC, Casdin Venture Opportunities Fund GP, LLC and Casdin Private Growth Equity Fund GP, LLC and may be deemed to have voting and investment power with respect to the shares. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.
- Represents shares of Common Stock obtained in a private placement of public securities ("PIPE") on December 17, 2021.
- The shares are held directly by CVOF.
- The shares are held directly by CPGEF.
- Represents shares of Class B Common Stock forfeited to the Issuer for no consideration in connection with the Business Combination.
- In connection with the Business Combination, 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 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) 1,418,952 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.
- Following the completion of the Business Combination, warrants to purchase Class A Common Stock become exercisable on April 9, 2022.

Remarks:

This Form 4 amends and restates the Form 4 filed by the Reporting Persons on December 21, 2021 to clarify the form of ownership reported in Table I and report Earn-out Shares in Table II. Exhibit 24 - Power of Attorney

/s/ William Collins, Attorney-in-Fact 12/23/2021
Date

** 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Dina Ciarimboli, Melanie Nallicheri and Jami Rubin of EQRx, Inc., a Delaware corporation (the "Company"), and each of William Collins and Marianne Sarrazin of Goodwin Procter LLP, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company or Goodwin Procter LLP, as the case may be.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 17, 2021.

/s/ Eli Casdin

Signature

Eli Casdin

Print Name