

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* <u>Casdin Eli</u>  (Last) (First) (Middle) <u>C/O CASDIN CAPITAL LLC</u> <u>1350 AVENUE OF THE AMERICAS, SUITE 2600</u>  (Street) <u>NEW YORK NY 10019</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2021</u>	
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  Form filed by More than One Reporting Person

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	12/17/2021		J <sup>(1)</sup>		8,659,372	A	\$0	8,659,372	I	By CMLS Holdings III LLC <sup>(2)</sup>
Common Stock	12/17/2021		A		34,527,671	A	\$0	43,187,043	I	Casdin Partners Master Fund, L.P. <sup>(3)</sup>
Common Stock	12/17/2021		A		5,000,000	A	\$10	48,187,043	I	Casdin Partners Master Fund, L.P. <sup>(3)</sup>

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
Class B Common Stock	(1)	12/17/2021		J <sup>(1)</sup>		4,840,628		(1)	(1)	Common Stock	4,840,628	\$0	0	I	By CMLS Holdings III LLC <sup>(2)</sup>
Class B Common Stock	(1)	12/17/2021		J <sup>(1)</sup>		8,659,372		(1)	(1)	Common Stock	8,659,372	\$0	0	I	By CMLS Holdings III LLC <sup>(2)</sup>
Warrants to purchase Class A Common Stock (right to buy)	\$11.5	12/17/2021		A <sup>(4)</sup>		8,110,001		04/09/2022	12/17/2026	Common Stock	8,110,001	(4)	8,110,001	I	By CMLS Holdings III LLC <sup>(2)</sup>

Explanation of Responses:

- In connection with the closing (the "Closing") of the business combination (the "Business Combination") between the Issuer (which was formerly known as CM Life Sciences III Inc. or "CMLS III") and EQRx, Inc. ("EQRx"), among other things, (i) the Reporting Person forfeited 4,840,628 shares of CMLS III Class B common stock and (ii) each remaining share of CMLS III's Class B common stock converted pursuant to the terms of such stock into shares of the Issuer's Class A Common Stock on a one-for-one basis as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-253475).
- The securities are held of record by CMLS Holdings III LLC ("CMLS Holdings III"). CMLS Holdings III is the record holder of the Class A common stock and the Class A Common Stock issuable upon the exercise of warrants reported herein. 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 Class A common stock held of record by CMLS Holdings III. Mr. Casdin disclaims beneficial ownership of these shares except to the extent of his respective pecuniary interest therein.
- The securities may be deemed to be indirectly beneficially owned by (i) Casdin Capital, LLC, the investment adviser to Casdin Partners Master Fund, L.P. ("CPMF"), (Casdin Venture Opportunities Fund, L.P. ("CVOF") and Casdin Private Growth Equity Fund GP, LLC. ("CPGEF" and together with CPMF and CVOF, the "Cascin Funds") (ii) Casdin Partners GP, LLC, the general partner of CPMF, (iii) Casdin Venture Opportunities Fund GP, LLC, the general partner to CVOF, (iv) Casdin Private Growth Equity Funds GP, LLC, the general partner of CPGEF and (v) Eli Casdin, the managing member of Casdin Capital, LLC and Casdin Partners GP, LLC. The shares held by Casdin Partners GP, LLC may be deemed to be indirectly beneficially owned by (i) Eli Casdin, the managing member of Casdin Partners GP, LLC. The address for the Casdin entities noted herein is 1350 Avenue of the Americas, Suite 2600, New York, New York 10019. Mr. Casdin disclaims beneficial ownership of such securities except to the extent of its or his respective pecuniary interest therein.)
- Following the completion of the Business Combination, warrants to purchase Class A Common Stock become exercisable on April 9, 2022.

/s/ Brian Emes, Attorney-in-Fact 12/21/2021  
for Eli Casdin

\*\* 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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