

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>McClain Sean</u> <hr/> (Last) (First) (Middle) C/O ABSCI CORPORATION 18105 SE MILL PLAIN BLVD <hr/> (Street) VANCOUVER WA 98683 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Absci Corp [ ABSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2024</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2024		A		1,500,000 <sup>(1)(2)</sup>	A	\$0	8,225,955	D	
Common Stock								2,269,987 <sup>(3)</sup>	I	See footnote <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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The shares reported in this transaction represent performance-based Restricted Stock Units ("RSUs") issued under the Absci Corporation 2021 Stock Option and Incentive Plan. Each performance-based RSU represents the contingent right to receive one share of the Issuer's Common Stock. The performance-based RSUs underlying this grant shall vest as follows: (i) 150,000 shall vest upon the achievement of a closing stock price for the Common Stock (as reported on the Nasdaq Global Select Market or such other exchange on which the Common Stock may then be listed for trading, the "Closing Price") equal to or exceeding \$10.00 per share; (ii) 200,000 shall vest upon the achievement of a Closing Price for the Common Stock equal to or exceeding \$12.00 per share; (iii) 225,000 shall vest upon the achievement of a Closing Price for the Common Stock equal to or exceeding \$14.00 per share; (iv) 250,000 shall vest upon the achievement of a Closing Price for the Common Stock (continued on footnote 2)
- (Continued from footnote 1) equal to or exceeding \$16.00 per share; (v) 300,000 shall vest upon the achievement of a Closing Price for the Common Stock equal to or exceeding \$18.00 per share; and (vi) 375,000 shall vest upon the achievement of a Closing Price for the Common Stock equal to or exceeding \$20.00 per share, in each case, subject to the Reporting Person's continued service through the applicable vesting date. For purposes of the foregoing, in the event that a Closing Price specified in clauses (ii) through (vi) above is achieved on a particular date (the "Achievement Date") without the prior achievement of one or more of the lower Closing Prices specified in clauses (i) through (v) above, all such lower Closing Prices shall be deemed achieved as of the Achievement Date. To the extent that any performance-based RSUs do not become vested by the third anniversary of the grant date, any such unvested performance RSUs shall terminate and be immediately forfeited.
- These shares are held by Brittany McClain and are subject to a voting agreement and proxy pursuant to which the Reporting Person is entitled to vote such shares on all matters presented to the Issuer's stockholders for approval. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

**Remarks:**

/s/ Todd Bedrick, attorney-in-fact 03/21/2024

\*\* 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.