

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>McClain Sean</u> _____ (Last) (First) (Middle) <u>C/O ABSCI CORPORATION</u> <u>18105 SE MILL PLAIN BLVD</u> _____ (Street) <u>VANCOUVER WA 98683</u> _____ (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</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	02/01/2024		A		182,000 ⁽¹⁾	A	\$0	6,725,955	D	
Common Stock								2,269,987 ⁽²⁾	I	See footnote ⁽²⁾

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
Stock Option (right to buy)	\$4.4	02/01/2024		A		766,000		(3)	01/31/2034	Common Stock	766,000	\$0	766,000	D	

Explanation of Responses:

- The shares reported in this transaction represent Restricted Stock Units ("RSUs") issued under the Absci Corporation 2021 Stock Option and Incentive Plan. Each RSU represents the contingent right to receive one share of the Issuer's Common Stock. The RSUs shall vest and be settled in three substantially equal annual installments with the first such annual installment vesting on February 1, 2025, subject to the Reporting Person's continuous service to the Issuer on each such date.
- 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.
- The shares subject to this option shall vest and become exercisable over a three year period, in substantially equal annual installments with the first such installment vesting on February 1, 2025, subject to the Reporting Person's continuous service to the Issuer on each such date.

Remarks:

/s/ Todd Bedrick, attorney-in-fact 02/05/2024

** 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.