

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10

ANNUAL 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

1. Name and Address of Reporting Person* <u>Phoenix Venture Partners II LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>Absci Corp [ABSI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2023</u>					
<u>1700 EL CAMINO REAL, SUITE 355</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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>SAN MATEO CA 94402</u>								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/17/2023		S4	20,000	D	\$1.4334	14,379,522	D ⁽¹⁾	
Common Stock	11/20/2023		S4	24,369	D	\$1.4285	14,379,522	D ⁽¹⁾	
Common Stock	11/21/2023		S4	1,237	D	\$1.404	14,379,522	D ⁽¹⁾	
Common Stock	11/22/2023		S4	3,508	D	\$1.4047	14,379,522	D ⁽¹⁾	
Common Stock	11/24/2023		S4	10,779	D	\$1.4219	14,379,522	D ⁽¹⁾	
Common Stock	11/27/2023		S4	12,959	D	\$1.4018	14,379,522	D ⁽¹⁾	
Common Stock	11/28/2023		S4	40,439	D	\$1.4404	14,379,522	D ⁽¹⁾	

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					

1. Name and Address of Reporting Person*
Phoenix Venture Partners II LP

(Last) (First) (Middle)
1700 EL CAMINO REAL, SUITE 355

(Street)
SAN MATEO CA 94402

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Phoenix General Partner II LLC

(Last) (First) (Middle)
1700 EL CAMINO REAL, SUITE 355

(Street)
SAN MATEO CA 94402

(City) (State) (Zip)

Explanation of Responses:

1. Phoenix General Partner II LLC, as the sole general partner of Phoenix Venture Partners II LP, beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

[/s/ John Chen, Managing
Member of sole general
partner on behalf of Phoenix
Venture Partners II LP](#) [02/14/2024](#)

[/s/ John Chen, Managing
Member on behalf of Phoenix
General Partner II LLC](#) [02/14/2024](#)

** 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.