

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>Phoenix Venture Partners II LP</u>  (Last) (First) (Middle) 1700 EL CAMINO REAL, SUITE 355  (Street) SAN MATEO CA 94402  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/26/2021	
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	07/26/2021		C		5,681,332	A	(1)	5,681,332 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		533,735	A	(4)	6,215,067 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		4,954,650	A	(5)	11,169,717 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		2,590,991	A	(6)	13,760,708 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		273,130	A	(7)	14,033,838 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		84,348	A	(8)	14,118,186 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		33,741	A	(9)	14,151,927 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock	07/26/2021		C		33,675	A	(10)	14,185,602 <sup>(2)</sup>	D <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	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	07/26/2021		C			1,720,000	(1)	(1)	Common Stock	5,681,332 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series A-2 Preferred Stock	(4)	07/26/2021		C			161,586	(4)	(4)	Common Stock	533,735 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series A-3 Preferred Stock	(5)	07/26/2021		C			1,500,000	(5)	(5)	Common Stock	4,954,650 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series B Preferred Stock	(6)	07/26/2021		C			784,412	(6)	(6)	Common Stock	2,590,991 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series C Preferred Stock	(7)	07/26/2021		C			82,689	(7)	(7)	Common Stock	273,130 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series D-1 Preferred Stock	(8)	07/26/2021		C			25,536	(8)	(8)	Common Stock	84,348 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series D-2 Preferred Stock	(9)	07/26/2021		C			10,215	(9)	(9)	Common Stock	33,741 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series E Preferred Stock	(10)	07/26/2021		C			10,195	(10)	(10)	Common Stock	33,675 <sup>(2)</sup>	\$0.00	0	D <sup>(3)</sup>	
Series A-4 Preferred Stock Warrant	\$1	07/26/2021		C			93,007	(11)	09/29/2026	Series A-4 Preferred Stock	93,007	\$0.00	0	D <sup>(3)</sup>	
Common Stock Warrant	\$1	07/26/2021		C			307,211	(12)	09/29/2026	Common Stock	307,211 <sup>(12)</sup>	\$0.00	0	D <sup>(3)</sup>	

1. Name and Address of Reporting Person* <u>Phoenix Venture Partners II LP</u>  (Last) (First) (Middle) 1700 EL CAMINO REAL, SUITE 355		
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(Street)	SAN MATEO	CA	94402
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Phoenix General Partner II LLC</a>			
(Last)	(First)	(Middle)	
1700 EL CAMINO REAL, SUITE 355			
(Street)	SAN MATEO	CA	94402
(City)	(State)	(Zip)	

**Explanation of Responses:**

- The Series A-1 Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- Reflects one-for-3.3031 stock split which became effective on July 26, 2021.
- 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.
- The Series A-2 Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- The Series A-3 Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- The Series B Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- The Series C Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- The Series D-1 Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- The Series D-2 Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- The Series E Preferred Stock converted into Common Stock on a one-for-3.3031 basis and had no expiration date.
- Prior to July 26, 2021, these warrants were exercisable by the holder at its option for shares of the Issuer's Series A-4 Preferred Stock at an exercise price of \$1.00 per share any time prior to their expiration date.
- The warrant for 93,007 shares of Series A-4 Preferred Stock converted into a warrant for 307,211 shares of Common Stock upon the one-for-3.3031 reverse split.

**Remarks:**

[/s/ Zachariah Jonasson, Managing  
Member of sole general partner  
on behalf of Phoenix Venture  
Partners II LP](#) [07/28/2021](#)  
[/s/ Zachariah Jonasson, Managing  
Member on behalf of Phoenix  
General Partner II LLC](#) [07/28/2021](#)

\*\* 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.