

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Nagpal Amrit</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <u>C/O REDMILE GROUP, LLC</u> <u>ONE LETTERMAN DR., BLDG. D, SUITE D3-300</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2024</u>			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		
(Street) <u>SAN FRANCISCO CA 94129</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(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 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			
<u>Common Stock</u>	<u>06/12/2024</u>		<u>A</u>		<u>8,820⁽¹⁾</u>	<u>A</u>	<u>\$0.00</u>	<u>8,820</u>	<u>D⁽³⁾⁽⁴⁾</u>	

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
<u>Stock Option (Right to Buy)</u>	<u>\$4.96</u>	<u>06/12/2024</u>		<u>A</u>		<u>36,274</u>		<u>(2)</u>	<u>06/11/2034</u>	<u>Common Stock</u>	<u>36,274</u>	<u>\$0.00</u>	<u>36,274</u>	<u>D⁽³⁾⁽⁴⁾</u>	

Explanation of Responses:

- The shares of the Issuer's common stock reported herein represent restricted stock units ("RSUs") issued under the Issuer's 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 full on the earlier of (i) the first anniversary of the date of grant or (ii) the date of the Issuer's next annual meeting of stockholders, subject to Mr. Nagpal's continuous service to the Issuer through such date.
- Pursuant to the Issuer's amended Non-Employee Director Compensation Policy, the option award will vest in full on the earlier of (i) the first anniversary of the date of grant and (ii) the date of the Issuer's next annual meeting of stockholders, subject to Mr. Nagpal's continuous service to the Issuer through such date.
- The restricted stock units and stock option (the "reported securities") were granted to Mr. Nagpal, a managing director of Redmile Group, LLC ("Redmile"), in connection with his service as a member of the Board of Directors of the Issuer. Pursuant to the policies of Redmile, Mr. Nagpal holds the reported securities as a nominee on behalf, and for the sole benefit, of Redmile and has assigned all economic, pecuniary and voting rights in respect of the reported securities to Redmile. Mr. Nagpal disclaims beneficial ownership of the reported securities, and the filing of this Form 4 shall not be deemed an admission that Mr. Nagpal is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Redmile and Mr. Green disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this Form 4 shall not be deemed an admission that Redmile or Mr. Green is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Mr. Nagpal was elected to the board of directors of the Issuer as a representative of Redmile and its affiliates. As a result, Redmile and Mr. Green, are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Amrit Nagpal

06/14/2024

** 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.