

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Casdin Partners Master Fund, L.P.</u>  (Last) (First) (Middle) 1350 AVENUE OF THE AMERICAS, SUITE 2600  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/21/2021	3. Issuer Name and Ticker or Trading Symbol <u>Absci Corp [ ABSI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below)      Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E Preferred Stock	(1)	(1)	Common Stock	4,209,573	(1)	D <sup>(2)</sup>	
Convertible Note	(3)	(3)	Common Stock	973,260	13.12	D <sup>(2)</sup>	
Convertible Note	(3)	(3)	Common Stock	973,260	13.12	I	By Casdin Private Growth Equity Fund, L.P. <sup>(4)</sup>

1. Name and Address of Reporting Person\*  
Casdin Partners Master Fund, L.P.  
  
 (Last) (First) (Middle)  
 1350 AVENUE OF THE AMERICAS, SUITE 2600  
  
 (Street)  
 NEW YORK NY 10019  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Casdin Capital, LLC  
  
 (Last) (First) (Middle)  
 1350 AVENUE OF THE AMERICAS, SUITE 2600  
  
 (Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Casdin Partners GP, LLC

(Last) (First) (Middle)

1350 AVENUE OF THE AMERICAS, SUITE 2600

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Casdin Private Growth Equity Fund, L.P.

(Last) (First) (Middle)

1350 AVENUE OF THE AMERICAS, SUITE 2600

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CASDIN PRIVATE GROWTH EQUITY  
FUND GP, LLC

(Last) (First) (Middle)

1350 AVENUE OF THE AMERICAS, SUITE 2600

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares of the Issuer's Series E Preferred Stock will automatically convert on a one-for-3.3031 basis into the number of shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"), shown in Column 3 immediately upon the closing of the Issuer's initial public offering ("IPO") without payment of additional consideration. The Series E Preferred Stock has no expiration date.

2. These shares are held by Casdin Partners Master Fund, L.P. Casdin Capital, LLC ("Casdin Capital") is the investment adviser to Casdin Partners Master Fund, L.P., and Casdin Partners GP, LLC ("Casdin Partners GP") is the general partner of Casdin Partners Master Fund, L.P. Eli Casdin is the managing member of Casdin Capital and Casdin Partners GP. Each of Casdin Capital, Casdin Partners GP and Eli Casdin disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, if any. Eli Casdin is a director of the Issuer and, accordingly, files separate Section 16 reports.

3. This convertible promissory note ("Convertible Note") has a maturity date of September 16, 2023. The principal and accrued interest under the Convertible Note will convert upon the closing of the IPO into shares of Common Stock at a conversion price equal to \$13.12 per share without payment of additional consideration.

4. These shares are held by Casdin Private Growth Equity Fund, L.P. Casdin Capital is the investment adviser to Casdin Private Growth Equity Fund, L.P. and Casdin Private Growth Equity Fund GP, LLC ("Casdin Private Growth GP") is the general partner of Casdin Private Growth Equity Fund, L.P. Eli Casdin is the managing member of Casdin Capital and Casdin Private Growth GP. Each of Casdin Capital, Casdin Private Growth GP and Eli Casdin disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, if any. Eli Casdin is a director of the Issuer and, accordingly, files separate Section 16 reports.

**Remarks:**

Eli Casdin has been deputized to represent the Reporting Persons on the board of directors of the Issuer. By virtue of Mr. Casdin's representation, for purposes of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), each of the Reporting Persons may be deemed directors by deputization of the Issuer. Mr. Casdin files separate Section 16 reports disclosing securities of the Issuer that he may be deemed to beneficially own for Section 16 purposes.

Casdin Partners Master  
Fund, L.P., By: Casdin  
Partners GP, LLC, Its: 07/21/2021  
General Partner, By: /s/ Eli  
Casdin, Its: Managing  
Member

Casdin Capital, LLC, By:  
/s/ Eli Casdin, Its: 07/21/2021  
Managing Member

Casdin Partners GP LLC,  
By: /s/ Eli Casdin, Its: 07/21/2021  
Managing Member

Casdin Private Growth 07/21/2021  
Equity Fund, L.P., By:  
Casdin Private Growth  
Equity Fund GP, LLC, By:  
/s/ Eli Casdin, Its:  
Managing Member  
Casdin Private Growth  
Equity Fund GP, LLC, By: 07/21/2021  
/s/ Eli Casdin, Its:  
Managing Member

\*\* 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 5 (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.**