| SEC Form 4 | |
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

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 Addr Rivas David | • | ng Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>Rigetti Computing, Inc.</u> [RGTI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---------------------------------|---------|------------------------|---|---|--|--|--|--|--|
| (Last) | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/14/2024 | Director 10% Owner Officer (give title Other (specify below) below) CHIEF TECHNOLOGY OFFICER | | | | | |
| 775 HEINZ AVENUE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person | | | | | |
| (Street) | | 0.4710 | | Form filed by More than One Reporting | | | | | |
| BERKELEY | CA | 94710 | | Person | | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | | | | | | |
| | | | satisfy the affirmative defense conditions of Rule 10b5-1(c). See | Instruction 10. | | | | | |
| | | Table I - Non-De | rivative Securities Acquired, Disposed of, or Bene | ficially Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | | | | Securities Beneficially | Form: Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|--------|---------------|------------------------------|------------------------------------|--------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock | 08/14/2024 | | S ⁽¹⁾ | | 39,638 | D | \$0.87 ⁽²⁾ | 1,336,369 | D | |

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 | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. The sales reported in this Form 4 represent nondiscretionary sales of shares required to be sold by the Reporting Person pursuant to sell to cover transactions to satisfy tax withholding obligations in connection with the settlement of restricted stock units.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.8411 to \$0.8667 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.



** Signature of Reporting Person

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.

Date