

**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>COWAN DAVID J/CA</u>  (Last) (First) (Middle) <u>C/O RIGETTI COMPUTING, INC.</u> <u>775 HEINZ AVENUE</u>  (Street) <u>BERKELEY CA 94710</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rigetti Computing, Inc. [ RGTI ]</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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2022</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  Form filed by More than One Reporting Person

**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	06/10/2022		A		40,462 <sup>(1)</sup>	A	\$0.00	40,462	D	
Common Stock	06/10/2022		A		26,974 <sup>(2)</sup>	A	\$0.00	67,436	D	
Common Stock								0 <sup>(3)</sup>	I	See footnote <sup>(3)(4)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") issued to the Reporting Person. The shares underlying the RSUs vest over a three-year period, with one-third vesting on each of June 10, 2023, June 10, 2024 and June 10, 2025, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- Represents an annual grant of RSUs for service as a director of the Issuer. The shares underlying the RSUs will vest in full on the earlier of (i) the date of the Issuer's 2023 annual meeting of the stockholders (or the date immediately prior to such annual meeting if the Reporting Person's service as a director ends at such annual meeting) or (ii) on June 10, 2023, each subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- As of the date hereof, Bessemer Venture Partners X Institutional L.P. ("BVP X Inst") and Bessemer Venture Partners X L.P. ("BVP X" and together with BVP X Inst, the "Funds") own 10,450,110 shares and 11,132,108 shares, respectively of Common Stock.
- The Reporting Person is a director of Deer X & Co. Ltd ("Deer Ltd."), which is the general partner of Deer X & Co. L.P. ("Deer LP"), which is the general partner of each of the Funds. The Reporting Person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer Ltd. and Deer LP and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.

**Remarks:**

/s/ Rick Danis, Attorney-in-Fact      06/14/2022

\*\* 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.