SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McCarthy Cathy L	Rigetti Computing, Inc. [RGTI]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2022	Officer (give title below) Other (specify below)
C/O RIGETTI COMPUTING, INC. 775 HEINZ AVENUE		
(Street) BERKELEY CA 94710	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person
(City) (State) (Zip)		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[1]	A	$0.00	335,582	D	
Common Stock	06/10/2022		A		26,974[2]	A	$0.00	362,556	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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.

2. 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.

Remarks:

/s/ Rick Danis, Attorney-in-Fact	06/15/2022
** Signature of Reporting Person	Date