SEC Form 4

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Estimated average I	ourden
hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

	of beetion bo(n) of the investment bompany Act of 1340					
1. Name and Address of Reporting Person [*] <u>McCarthy Cathy L</u>	2. Issuer Name and Ticker or Trading Symbol Rigetti Computing, Inc. [RGTI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
		Officer (give title Other (specify				
(Last) (First) (Middle) C/O RIGETTI COMPUTING, INC. 775 HEINZ AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2022	below) below)				
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)		X Form filed by One Reporting Person				
BERKELEY CA 94710		Form filed by More than One Reporting Person				
(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)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	06/10/2022	Α		40,462(1)	Α	\$0.00	335,582	D	
Common Stock	06/10/2022	Α		26,974 ⁽²⁾	Α	\$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. Transa Code (8)		of Ex		6. Date Exerc Expiration Da (Month/Day/Y	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

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.