

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*<br><u>Danis Richard</u><br><br>(Last) (First) (Middle)<br><u>C/O RIGETTI COMPUTING, INC.</u><br><u>775 HEINZ AVENUE</u><br><br>(Street)<br><u>BERKELEY CA 94710</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Rigetti Computing, Inc. [ RGTI ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/10/2022</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>General Counsel and Corp. Sec.</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>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                              |   | 164,685 <sup>(1)</sup>  | A          | \$0.00                | 425,617   | D  |   |
| Common Stock                    | 06/10/2022                           |  | A                              |   | 102,800 <sup>(2)</sup>  | A          | \$0.00                | 528,417   | D  |   |
| Common Stock                    | 06/10/2022                           |  | A                              |   | 25,000  | A          | \$0.00                | 553,417   | D  |   |
| Common Stock                    | 06/14/2022                           |  | S <sup>(3)</sup>               |   | 5,718   | D          | \$4.43 <sup>(4)</sup> | 547,699   | 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 |   |  |  |   |  |
|  |  |                                      |  |                                |   |  |  |                 |   |  |  |   |  |

Explanation of Responses:

1. Represents a restricted stock unit ("RSU") award. RSUs vest in accordance with the following schedule: (i) 50% in 12 equal monthly installments on the last day of each month commencing March 31, 2022 and (ii) 50% shall vest in 48 equal monthly installments on the last day of each month commencing March 31, 2022. All vesting is subject to the Reporting Person's continuous service with the Issuer on each such date.
2. Represents an RSU award. The RSUs vest in 48 equal monthly installments commencing March 31, 2022. All vesting is subject to the Reporting Person's continuous service with the Issuer on each such date.
3. 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 RSUs.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.27 to \$4.70 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.

Remarks:

/s/ Rick Danis 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.