## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					01.36	cuon s		Investine	11 00	Inpany Act of	1940							
1. Name and Address of Reporting Person <sup>*</sup> <u>McCarthy Cathy L</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Rigetti Computing, Inc.</u> [ RGTI ]								5. Relationship of Reporting Person(s) to Is (Check all applicable)					
<u>wicearuiy Cauly L</u>													Х	Director		10% C	wner	
(Last)	(F	irst)	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2023									Officer (give t below)	tle	Other below)	(specify			
C/O RIGETTI COMPUTING, INC. 775 HEINZ AVENUE					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
//J1111		OL											X	Form filed by	One R	eportina Per	son	
(Street) BERKELEY CA 94710													Form filed by More than One Reporting Person					
DENNEI			54/10		Dula 10hE 1(a) Transaction Indication													
(0))	(0		(Zip)		Rule 10b5-1(c) Transaction Indication													
(City)	(S	tate)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.															
											. ,							
		Tabl	e I - No	on-Deriva	tive S	Securi	ities Acq	uired,	Dis	posed of,	or Be	nefic	ially (	Owned				
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day.					Execution Da		ion Date,	3. Transac Code (Ir 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			and S E C	Amount of Securities Beneficially Dwned Following	Fo (D) Inc	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) oi (D)	Pric	е   т	Reported Transaction(s) Instr. 3 and 4)				
Common Stock 06/15/20					)23			Α		113,821(1)	) A	\$ <mark>0</mark>	.00	476,377		D		
		Ta	able II	- Derivativ (e.g., pu						osed of, c convertibl				wned				
1. Title of Derivative	2. Conversion	3. Transaction Date		eemed ution Date,	4. Transa	action	5. Number	6. Date Exercisable an Expiration Date			7. Title and Amount of		8. Pric Deriva	e of 9. Num ative derivati		10. Ownership	11. Nature of Indirect	

Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (II 8)			vative rities lired r osed ) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 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 2024 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 15, 2024, each subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.

## **Remarks:**

<u>/s/ Rick Danis, Attorney-in-</u> Fact

06/20/2023

\*\* 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.

OMB APPROVAL

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