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

**FORM S-1
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

RECURSION PHARMACEUTICALS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

46-4099738
(I.R.S. Employer
Identification Number)

41 S Rio Grande Street
Salt Lake City, UT 84101
(385) 269-0203

Christopher Gibson
Chief Executive Officer
Recursion Pharmaceuticals, Inc.

41 S Rio Grande Street
Salt Lake City, UT 84101
(385) 269-0203

Patrick J. Schultheis
Philip H. Oettinger
Jeana S. Kim
Wilson Sonsini Goodrich & Rosati
Professional Corporation
701 Fifth Avenue, Suite 5100
Seattle, WA 98104
(206) 883-2500

Copies to:
Louisa Daniels,
Chief Legal Officer
Nathan Hatfield,
Associate General Counsel
Recursion Pharmaceuticals, Inc.
41 S Rio Grande Street
Salt Lake City, UT 84101
(385) 269-0203

Alan F. Denenberg
Stephen Salmon
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement. If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-254576

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee ⁽²⁾
Class A Common stock, \$0.00001 par value per share	2,578,787	\$18.00	\$46,418,166	\$5,064.22

- (1) Represents only the additional number of shares being registered and includes 336,363 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-254576).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$455,400,000 on a registration statement on Form S-1 (File No. 333-254576), which was declared effective by the Securities and Exchange Commission on April 15, 2021. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$46,418,166 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Recursion Pharmaceuticals, Inc., a Delaware corporation (the “Company”), is filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on [Form S-1](#) (File No. 333-254576) originally filed on March 22, 2021, as amended (the “Prior Registration Statement”), and which the Securities and Exchange Commission declared effective on April 15, 2021.

The Company is filing this registration statement for the sole purpose of increasing by 2,578,787 shares the number of shares of its Class A common stock, par value \$0.00001 per share, to be registered for sale. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and are filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (see page II-7 of the Registration Statement on Form S-1 (File No. 333-254576) filed on March 22, 2021).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake City, Utah on April 15, 2021.

RECURSION PHARMACEUTICALS, INC.

By: /s/ Christopher Gibson

Christopher Gibson
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christopher Gibson</u> Christopher Gibson	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	April 15, 2021
<u>/s/ Michael Secora</u> Michael Secora	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	April 15, 2021
<u>*</u> Zachary Bogue	Director	April 15, 2021
<u>*</u> Blake Borgeson	Director	April 15, 2021
<u>*</u> Terry-Ann Burrell	Director	April 15, 2021
<u>*</u> R. Martin Chavez	Chair of the Board	April 15, 2021
<u>*</u> Zavain Dar	Director	April 15, 2021
<u>*</u> Robert Hershberg	Director	April 15, 2021
<u>*</u> Dean Li	Director	April 15, 2021
<u>*By: /s/ Christopher Gibson</u> Christopher Gibson, Attorney-in-fact		



Wilson Sonsini Goodrich & Rosati
 Professional Corporation
 701 Fifth Avenue
 Suite 5100
 Seattle, Washington 98104-7036
 O: 206.883.2500
 F: 206.883.2699

April 15, 2021

Recursion Pharmaceuticals, Inc.
 41 S Rio Grande Street
 Salt Lake City, Utah 84101

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the “**Registration Statement**”), filed by Recursion Pharmaceuticals, Inc. (the “**Company**”) with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of up to 2,578,787 shares (including up to 336,363 shares issuable upon exercise of an option granted to the underwriters by the Company) of the Company’s Class A common stock, \$0.00001 par value per share (the “**Shares**”), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1, as amended (Registration No. 333-254576) (the “**Prior Registration Statement**”), which was declared effective on April 15, 2021, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the “**Underwriting Agreement**”).

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
 SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

April 15, 2021

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On the basis of the foregoing, we are of the opinion that upon the effectiveness of the Company's Amended and Restated Certificate of Incorporation, a form of which has been filed as Exhibit 3.2 to the Prior Registration Statement, the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 3, 2021 (except for paragraphs two through four of Note 16, as to which the date is April 11, 2021), with respect to the consolidated financial statements of Recursion Pharmaceuticals, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-254576) and related Prospectus of Recursion Pharmaceuticals, Inc. for the registration of shares of its Class A Common Stock.

/s/ Ernst & Young LLP

Salt Lake City, Utah

April 15, 2021