

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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* <u>Danis Richard</u>  (Last) (First) (Middle) C/O RIGETTI COMPUTING, INC. 775 HEINZ AVENUE  (Street) BERKELEY CA 94710  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rigetti Computing, Inc. [ RGTI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Interim CEO, GC &amp; Corp. Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/07/2022		s <sup>(1)</sup>		10,019	D	\$1.03 <sup>(2)</sup>	485,461	D	
Common Stock	12/08/2022		s <sup>(1)</sup>		7,171	D	\$1.03 <sup>(3)</sup>	478,290	D	
Common Stock	12/09/2022		A		147,058 <sup>(4)</sup>	A	\$0.00	625,348	D	
Common Stock	12/09/2022		s <sup>(1)</sup>		6,274	D	\$1.01 <sup>(5)</sup>	619,074	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					

**Explanation of Responses:**

- 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 restricted stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.01 to \$1.075 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 ranges set forth in footnotes (2), (3) and (5).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.00 to \$1.07 inclusive.
- Grant of initial restricted stock unit ("RSU") award in connection with service as Interim CEO pursuant to previously disclosed letter agreement entered into in connection with service as Interim CEO. The shares underlying the RSUs vest one-third on each of December 31, 2022, January 31, 2023 and February 28, 2023, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.00 to \$1.04 inclusive.

**Remarks:**

/s/ Rick Danis 12/09/2022  
 \*\* 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.