

OMB APPROVAL	
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**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>Sherman Rachel E.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Sema4 Holdings Corp. [ SMFR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O SEMA4 HOLDINGS CORP. 333 LUDLOW ST, NORTH TOWER, 8TH FL.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>STAMFORD CT 06902</u>								
(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)	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			

**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						Title
<u>Restricted Stock Unit</u>	<u>(1)(2)</u>	<u>12/09/2021</u>		<u>A</u>		<u>31,659</u>		<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>31,659</u>	<u>\$0.00</u>	<u>31,659</u>	<u>D</u>	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement for no consideration, granted pursuant to the terms of that certain Agreement and Plan of Merger, dated as of February 9, 2021 (as amended, the "Merger Agreement"), by and among CM Life Sciences, Inc., S-IV Sub, Inc. and Mount Sinai Genomics, Inc. d/b/a Sema4. In addition, in the event that any similar RSUs are forfeited (for example, as a result of the recipient no longer being an employee of the Issuer), the Merger Agreement provides for the shares underlying such forfeited RSUs to become available for issuance to other RSU recipients. Therefore, each RSU also represents to right to receive additional shares of the Issuer's Class A Common Stock from this "forfeiture pool". The number of shares of the Issuer's Class A Common Stock that may be issued to the Reporting Person pursuant to the "forfeiture pool" is not determinable at this time.
- [cont'd from footnote 1] Any shares of the Issuer's Class A Common Stock ultimately issued to the Reporting Person in respect of each RSU will be reported in a subsequent filing.
- The vesting of the RSUs is conditioned on the satisfaction of both a service requirement and a market-based requirement. The service requirement is deemed satisfied as of the grant date with respect to 11,872 of the RSUs, and will be satisfied with respect to the remainder of the RSUs over 10 quarterly periods, subject to the Reporting Person's continued service to the Issuer on each service-based vesting date.

**Remarks:**

/s/ Daniel Clark Attorney-in-Fact 12/13/2021

\*\* 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.