

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Blackstone Tactical Opportunities Fund - FD L.P.</u> (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE (Street) NEW YORK NY 10154 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/22/2021	3. Issuer Name and Ticker or Trading Symbol <u>Sema4 Holdings Corp. [SMFR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	24,404,324	I	See Footnotes ⁽¹⁾⁽⁵⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Class A Common Stock	505,095	I	See Footnotes ⁽²⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Class A Common Stock	147,574	I	See Footnotes ⁽³⁾⁽⁵⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Class A Common Stock	100,000	I	See Footnotes ⁽⁴⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to purchase Class A Common Stock (right to buy)	09/05/2021	09/05/2027	Class A Common Stock	709,509	11.5	I	See Footnotes ⁽⁴⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Earnout Rights	⁽⁸⁾⁽⁹⁾	07/22/2023	Class A Common Stock	2,750,264 ⁽⁸⁾⁽⁹⁾	⁽⁸⁾⁽⁹⁾	I	See Footnotes ⁽¹⁾⁽⁵⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Earnout Rights	⁽⁸⁾⁽⁹⁾	07/22/2023	Class A Common Stock	56,922 ⁽⁸⁾⁽⁹⁾	⁽⁸⁾⁽⁹⁾	I	See Footnotes ⁽²⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Earnout Rights	⁽⁸⁾⁽⁹⁾	07/22/2023	Class A Common Stock	16,632 ⁽⁸⁾⁽⁹⁾	⁽⁸⁾⁽⁹⁾	I	See Footnotes ⁽³⁾⁽⁵⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾

1. Name and Address of Reporting Person* <u>Blackstone Tactical Opportunities Fund - FD L.P.</u> (Last) (First) (Middle) C/O BLACKSTONE INC. 345 PARK AVENUE (Street)
--

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Tactical Opportunities Associates III - NQ L.P.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BTO DE GP - NQ L.L.C.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Holdings II L.P.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Aqua Master Sub-Fund, a sub-fund of Blackstone Global Master Fund ICAV](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone Alternative Solutions L.L.C.](#)

(Last) (First) (Middle)

C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Blackstone Holdings I L.P.](#)

(Last) (First) (Middle)
C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Blackstone Holdings I/II GP L.L.C.](#)

(Last) (First) (Middle)
C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Blackstone Family Tactical Opportunities Investment Partnership III ESC L.P.](#)

(Last) (First) (Middle)
C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[BTO Side-by-Side GP L.L.C.](#)

(Last) (First) (Middle)
C/O BLACKSTONE INC.
345 PARK AVENUE

(Street)
NEW YORK NY 10154

(City) (State) (Zip)

Explanation of Responses:

1. Reflects securities directly held by BTO Sema4 Holdings L.P. BTO Holdings Manager L.L.C. is the general partner of BTO Sema4 Holdings L.P. Blackstone Tactical Opportunities Associates L.L.C. is the managing member of BTO Holdings Manager L.L.C. BTOA L.L.C. is the sole member of Blackstone Tactical Opportunities Associates L.L.C.

2. Reflects securities of the Issuer held directly by Blackstone Tactical Opportunities Fund - FD L.P. Blackstone Tactical Opportunities Associates III - NQ L.P. is the general partner of Blackstone Tactical Opportunities Fund - FD L.P. BTO DE GP - NQ L.L.C. is the general partner of Blackstone Tactical Opportunities Associates III - NQ L.P. Blackstone Holdings II L.P. is the managing member of BTO DE GP-NQ L.L.C.

3. Reflects securities directly held by Blackstone Family Tactical Opportunistic Investment Partnership III ESC L.P. BTO Side-by-Side GP L.L.C. is the general partner of Blackstone Family Tactical Opportunistic Investment Partnership III ESC L.P.

4. Reflects securities directly held by Blackstone Aqua Master Sub-Fund, a sub-fund of Blackstone Global Master Fund ICAV. Blackstone Alternative Solutions L.L.C. is the investment manager of Blackstone Aqua Master Sub-Fund. Blackstone Holdings I L.P. is the sole member of Blackstone Alternative Solutions L.L.C.

5. Blackstone Holdings III L.P. is the managing member of BTOA L.L.C. and the sole member of BTO Side-by-Side GP L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P.

6. Blackstone Holdings I/II GP L.L.C. is the general partner of each of Blackstone Holdings I L.P. and Blackstone Holdings II L.P.
7. Blackstone Inc. is the sole member of each of Blackstone Holdings I/II GP L.L.C. and Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
8. Reflects Earnout Rights acquired pursuant to the business combination (the "Business Combination") between the Issuer (which was formerly known as CM Life Sciences, Inc. or "CMLS") and Mount Sinai Genomics, Inc. d/b/a Sema4 ("Sema4"), pursuant to the terms of an Agreement and Plan of Merger, dated February 9, 2021, (as amended, the "Merger Agreement"). The transactions contemplated by the Merger Agreement closed on July 22, 2021.
9. Pursuant to earnout provisions in the Merger Agreement, the Reporting Persons are entitled to receive shares of Class A Common Stock if, from the closing of the transaction until the second anniversary thereof, the volume-weighted average price of the Class A Common Stock equals or exceeds certain thresholds. Of these Earnout Rights, one-third will be issued if the volume-weighted average price of the Class A Common Stock equals or exceeds \$13.00 for any 20 trading days within any 30 trading day period, one-third will be issued if the volume-weighted average price of the Class A Common Stock equals or exceeds \$15.00 for any 20 trading days within any 30 trading day period, and one-third will be issued if the volume-weighted average price of the Class A Common Stock equals or exceeds \$18.00 for any 20 trading days within any 30 trading day period, in each case, subject to adjustment as provided in the Merger Agreement.
10. Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
11. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
12. Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

[BLACKSTONE
TACTICAL
OPPORTUNITIES FUND
- FD L.P., By: Blackstone
Tactical Opportunities
Associates III - NQ L.P.,
GP, By: BTO DE GP - NQ 08/30/2021
L.L.C., GP, By:
Blackstone Holdings II
L.P., MM, By: Blackstone
Holdings I/II GP L.L.C.,
GP, By: /s/ Tabea Hsi,
SMD](#)

[BLACKSTONE
TACTICAL
OPPORTUNITIES
ASSOCIATES III - NQ
L.P., By: BTO DE GP -
NQ L.L.C., GP, By: 08/30/2021
Blackstone Holdings II
L.P., MM, By: Blackstone
Holdings I/II GP L.L.C.,
GP, By: /s/ Tabea Hsi,
Senior Managing Director
BTO DE GP - NQ L.L.C.,
By: Blackstone Holdings
II L.P., its managing
member, By: Blackstone
Holdings I/II GP L.L.C., 08/30/2021
its general partner, By: /s/
Tabea Hsi, Name: Tabea
Hsi, Title: Senior
Managing Director](#)

[BLACKSTONE
HOLDINGS II L.P., By:
Blackstone Holdings I/II
GP L.L.C., its general 08/30/2021
partner, By: /s/ Tabea Hsi,
Name: Tabea Hsi, Title:
Senior Managing Director](#)

[BLACKSTONE GLOBAL 08/30/2021
MASTER FUND ICAV,
ACTING SOLELY ON
BEHALF OF ITS SUB-
FUND, BLACKSTONE
AQUA MASTER SUB-
FUND, By: Blackstone
Alternative Solutions
L.L.C., its investment
manager, Name: /s/ Peter](#)

<u>Koffler, Title: Authorized Person</u>	
<u>BLACKSTONE ALTERNATIVE SOLUTIONS L.L.C.,</u>	<u>08/30/2021</u>
<u>Name: /s/ Peter Koffler, Title: Authorized Person</u>	
<u>BLACKSTONE HOLDINGS I L.P., By: Blackstone Holdings I/II GP, L.L.C., its general partner, Name: /s/ Tabea Hsj, Title: Senior Managing Director</u>	<u>08/30/2021</u>
<u>BLACKSTONE HOLDINGS I/II GP L.L.C., By: /s/ Tabea Hsj, Title: Senior Managing Director</u>	<u>08/30/2021</u>
<u>BLACKSTONE FAMILY TACTICAL OPPORTUNITIES INVESTMENT PARTNERSHIP III ESC L.P., By: BTO Side-by-Side GP L.L.C., its GP, By: Blackstone Holdings III L.P., its SM, By: Blackstone Holdings III GP Management L.L.C., its indirect GP, By: /s/ Tabea Hsj, SMD</u>	<u>08/30/2021</u>
<u>BTO SIDE-BY-SIDE GP L.L.C., By: Blackstone Holdings III L.P., its sole member, By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ Tabea Hsj, Senior Managing Director</u>	<u>08/30/2021</u>
** 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 5 (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.