SEC Form 4

# FORM 4

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <br><br> Goodwin Guy | 2. Issuer Name **and** Ticker or Trading Symbol <br> COMPASS Pathways plc [ CMPS ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last)      (First)      (Middle) <br> COMPASS PATHWAYS PLC <br> 33 BROADWICK STREET | 3. Date of Earliest Transaction (Month/Day/Year) <br> 02/01/2022 | Director    10% Owner <br> X Officer (give title below)    Other (specify below) <br> **Chief Medical Officer** |
| (Street) <br> LONDON    X0    W1F 0DQ <br><br> (City)    (State)    (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br>    Form filed by More than One Reporting Person |

### 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 | | | |
| Ordinary Shares[1] | 02/01/2022 | | A | | 8,000[2] | A | $0 | 8,000 | 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 | Title | Amount or Number of Shares | | | | |
| Share Option (Right to Buy) | $15.75 | 02/01/2022 | | A | | 45,000 | | [3] | 02/01/2032 | Ordinary Shares[1] | 45,000 | $0 | 145,000 | D | |

**Explanation of Responses:**

1. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.

2. Restricted Share Units ("RSUs") granted under the Issuer's 2020 Share Option and Incentive Plan. Each RSU represents a contingent right to receive one Ordinary Share and is subject to vesting.

3. The shares underlying this option vest over four years on a monthly basis in equal installments from the date of grant.

**Remarks:**

/s/ Daniel Maalo by Power of Attorney for Guy Goodwin    04/06/2022

** Signature of Reporting Person    Date